



To
The Manager,
Bombay Stock Exchange Ltd,
Corporate Relationship Dept,
25th Floor, Sir P.J.Towers,
Dalal Street, Mumbai 400001

Sub: Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Annual Report for the FY 2020-21.

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. We enclose herewith the Annual Report of the Company for the financial year 2020-21.

This is for your information and record.

Yours faithfully
For WELLNESS NONI LIMITED

KALA SRINIVASA RAGHAVAN
Managing Director
DIN 00871183



WELLNESS NONI LIMITED

CIN : L74990 TN 1992 PL C023697

Annual Report 2020 - 2021

Registered Office :

Registered Office : DOOR/PLOT NO. 48, Thirumalai Nagar, Annexe First Main Road
Perungudi, Chennai - 600096, India. Phone : 044-2496 0030

E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Kala Srinivasa Raghavan	Chairman and Managing Director
Mr. Yakub Ashrafali	Whole-time Director
Mr. Shreekhalaivani Shanmugam	Independent Director
Ms. Anthony Siluvai Raj Georgia Silvus Benata	Independent Director
Mr. Perumal Varadharaj	Independent Director
Ms. Aparna Madhu	(Company Secretary upto 31.08.2021)

Audit Committee

Mr. Kala Srinivasa Raghavan	Chairman and Managing Director
Mr. Shreekhalaivani Shanmugam	Independent Director
Mr. Perumal Varadharaj	Independent Director
Ms. Aparna Madhu	(Secretary upto 31.08.2021)

Statutory Auditor**M/s. A.John Moris & Co.,,**

Chartered Accountants,

FRN: 007220S

New No. 6, Old No. 36,

No.5 Lakshmipuram 1st Street,

Devasigamani Road, Royapettah,

Chennai - 600 014

Secretarial Auditor**M/s. DKB & Associates**

Plot No.A/31, Ruchika Market, H.B Colony, Baramunda Bhubaneswar.

Bankers

State Bank of India, Adyar

Canara Bank K.B. Nagar, Adyar

HDFC BANK, Perungudi

ICICI Bank, Perungudi

State Bank of India, Perungudi

Registrar & Share Transfer Agent

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

Registered Office

Door/Plot No. 48, Thirumalai Nagar, Annexe First Main Road, Perungudi Chennai 600096

E-mail : mail@wellnessnoni.net; website : wellnessnoni.net

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NOTICE OF THE 29th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of the members of WELLNESS NONI LIMITED will be held on Thursday, September 30, 2021 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, 2021 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 himself for re-appointment.

For and on behalf of the Board of Directors of

WELLNESS NONI LIMITED

Date: September 06, 2021

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 has issued a General Circular bearing No 20/2020 dated 5th May, 2020, read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020, General Circular No.22/2020 dated 15.06.2020, No.33/2020 dated 28.09.2020 and General Circular No.39/2020 dated 31.12.2020 allowing conducting of AGM through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue. MCA has issued a further Circular no. 02/2021 dated 13 January, 2021 wherein Companies whose AGMs were due to be held in the year 2020, or become due in the year 2021 are allowed to conduct their AGM on or before 31 December 2021 through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) i.e., in accordance with the requirements as provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 5th May, 2020. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only. 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. The Register of Members and the Share Transfer Books will remain closed from Friday, September 24, 2021 to Thursday, September 30, 2021 both days inclusive for the purpose of Annual General Meeting for the financial year 2020-21.

4. 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

5. 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.

6. 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.

7. 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.

8. 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.

9. 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.

10. 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 2020-21 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.

11. In line with the MCA circulars the Notice convening 29th AGM ('the Notice') is available on the Company's website on www.wellnessnoni.net and Annual Report of the Company for financial year 2020-21 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.

12. The Company has appointed Central Depository Services (India) Limited ("CDSL") to provide facility for voting through remote e-Voting, for participation in the 29th AGM through VC/OAVM Facility and e-Voting during 29th AGM.

13. 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.

14. 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

15. 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.

16. The Board of Directors has appointed P Muthukumaran, Practising Company Secretary of M/s. P Muthukumaran and Associates (Membership No. F-11218, 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.



17. 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.

18. 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.

19. 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 29th Annual General Meeting of the Company.

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

21. 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.

22. 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.

23. The Notice of the 29th AGM and instructions for e-voting is being sent to all members by e-mail.

24. 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.

25. 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	Thursday, September 23, 2021
2.	Book Closure Dates	From Friday, September 24, 2021 to Thursday, September 30, 2021 (both days inclusive)
3.	Remote E-Voting Period	From 9.00 A.M on Monday, September 27, 2021 till 5.00 P.M. on Wednesday, September 29, 2021
4.	Date & Time of AGM	Thursday, September 30, 2021 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 29th Annual General Meeting to be held on Thursday September 30, 2021 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 Thursday, September 30, 2021.

General Instructions :

1. The remote e-voting period commences at 9.00 A.M. on Monday, September 27, 2021 and ends at 05.00 P.M on Tuesday, Wednesday, September 29, 2021. 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 Thursday, September 23, 2021 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 September 23, 2021 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. September 23, 2021 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 (September 23, 2021) 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 September 23, 2021. 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 29th 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 29th Annual General Meeting.

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

1	<p>The voting period begins on Monday, September 27 , 2021 at 9 AM and ends on Wednesday , September 29 , 2021 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 September 23, 2021 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	<p>Click on "Shareholders/Members" module to cast your votes</p>
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>
8	After entering these details appropriately, click on "SUBMIT" tab.
9	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.
10	For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
11	Click on the EVSN for the Wellness Noni Limited on which you choose to vote



12	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
13	Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
14	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
15	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
16	You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
17	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.
18	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.
19	<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 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>
20	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)
21	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

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.



ANNEXURE A

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March 2021

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

To

M/s. Wellness Noni Limited
Door / Plot No. 48, Thirumalai Nagar,
Annexe First Main Road, Perungudi,
Chennai - 600096, India.
Phone : 044-2496 0030

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 2021 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 2021 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.
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 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:

Ms. Aparna Madhu was appointed as the Company Secretary of the Company with effect from 06th January, 2021.

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.

DUSMANTA KUMAR BARICK
Company Secretary in Practice
ACS No. 28512
C P No.: 17071
UDIN : A028512C000910382

Place : Chennai

Date : 06th September, 2021

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

M/s. Wellness Noni Limited
Door / Plot No. 48, Thirumalai Nagar,
Annexe First Main Road, Perungudi,
Chennai - 600096, India.
Phone : 044-2496 0030

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
UDIN : A028512C000910382

Place : Chennai
Date : 06th September, 2021

**Wellness Noni Limited**

L74990TN1992PLC023697

WELLNESS NONI LIMITED

CIN : L74990 TN 1992 PL C023697

DOOR/PLOT NO. 48, Thirumalai Nagar, Annexe First Main Road, Perungudi, Chennai - 600096, India. Phone : 044-2496 0030

E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net

Director's Report to the Shareholders

To,
The Members

BOARD'S REPORT

The Directors hereby present the 29th Annual Report together with the audited accounts of the company for the year ended 31st March 2021.

1. FINANCIAL HIGHLIGHTS

The performance of the company for the year ended 31st March 2021 is as follows:

Particulars	For the year ended	
	31.03.2021	31.03.2020
Revenue from operations	5,67,74,729	6,87,77,995
Other Income	4,08,633	59,435
Total Income	5,71,83,362	6,88,37,430
Exceptional items	1,27,16,580	-
Total Expenses	5,46,40,199	6,31,57,634
Tax Expenses	(40,717)	(15,42,849)
Profit/(Loss) after Tax	(1,01,32,700)	41,36,946

2. 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 2021.

3. TRANSFER TO GENERAL RESERVE

There has been no transfer to the general reserve of the company for the financial year 2020-2021.

4. SHARE CAPITAL

The paid up equity share capital as on March 31, 2021 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.

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. 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.

8. 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, 2021 and the date of this Directors' Report.

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

During the financial year 2020-21, 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.

10. Directors' Responsibility Statement

Pursuant to the provisions contained in Section 134(3)(c) of the Companies Act, 2013, the Board to the best of its knowledge and belief and according to the information and explanations obtained by it confirms that:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the company, and for preventing and detecting fraud and other irregularities
- d) The Directors have prepared the Annual accounts for the financial year ended March 31, 2021 on a going concern basis;
- e) The Directors have laid down Internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of applicable laws and that such systems were adequate and operating effectively

**11. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.**

Not Applicable to the company

12. THE DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

Not Applicable to the company

13. Board of Directors, Board Meetings and Key Managerial Personnel**A. Composition of the Board of Directors**

As on 31st March 2021, 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. RETIRING BY ROTATION

In terms of Section 152 of the Companies Act, 2013, Shri. Yakub Ashrafali (DIN- 02520292) liable to retires 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.

C. Changes in Directors and Key Managerial Personnel

Smt. Aparna madhu was appointed as a Company Secretary of the Company w.e.f 06th January, 2021.

D. 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.

E. 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 2021, 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 2021, 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 31st March 2021 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.

14. BOARD MEETINGS and COMMITTEE MEETINGS

The Board of Directors met 7 times during this financial year on 29/05/2020, 27/07/2020, 08/09/2020, 14/11/2020, 30/11/2020, 06/01/2021, 14/02/2021. The maximum interval between any two meetings did not exceed 120 days.

The members of the Company met 1 time during this financial year on 30/12/2020.

Name of the Directors	Attendance at Board Meeting	Attendance at last AGM (30th December 2020)	Attendance at last EGM (22nd August 2020)
S. Kala	7	1	1
Perumal Varadharaj	7	1	0
Shreekalaivani	7	1	1
Anthony Siluvai Raj Georgia	7	1	0
Silvus Benata	7	1	0
Y. Ashraf Ali	7	1	1

Audit Committee also met 7 times during this financial year on 29/05/2020, 27/07/2020, 08/09/2020, 14/11/2020, 30/11/2020, 06/01/2021, 14/02/2021.

Name of the Directors	Attendance at Audit Committee
S. Kala	7
Perumal Varadharaj	7
Shreekalaivani	7

Nomination and Remuneration Committee met 3 times on 27/07/2020, 14/11/2020 and on 06/01/2021.

Name of the Directors	Attendance at Nomination and Remuneration Committee
Shreekalaivani	3
Perumal Varadharaj	3
Anthony Siluvai Raj Georgia Silvus Benata	3

The Shareholders Relationship Committee met on 14th February, 2021.

Independent Directors met once during this financial year on 14th February, 2021.

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

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

16. Remuneration Policy :

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

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

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

17. Policy on director's appointment and remuneration:

The Company's current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the board and separate its functions of governance and management. As on March 31, 2021 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.

18. Board Evaluation :

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

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

The board also reviewed the performance senior managerial personnel.

19. Related Party Transactions

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

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

The board has decided that in order to sustain quality standards of the Company, in the best interest of the Company and its shareholders, major transactions of the Company pertaining to services have been since long with M/s. Noni Biotech Pvt. Ltd. Considering the prevailing market trend these transactions will continue in the year 2021-2022.

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

20. Auditors

M/s John Moris & Associates Chartered Accountants, Chennai (Registration Number: 007220S) were appointed statutory auditors of the company for a period of five consecutive years commencing from the conclusion of the 28th Annual General Meeting held on 30th December 2020 till the conclusion of the 33rd Annual General meeting subject to the ratification of their appointment by the shareholders at the Annual General Meeting every year. However, as per the amendment in Section 40 of the Companies Amendment Act 2017, the ratification of the appointment of statutory auditor at the Annual General Meeting every year is not required.

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 Prabhakaran & Associates, 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, 2021. The Report of M/s. DKB & Associates is provided in the Annexure A 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.

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.105,53,997/-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

In accordance with Section 92(3) of the Companies Act, 2013, every company shall place a copy of the annual return on the website of the Company, if any, and the web-link of such annual return shall be disclosed in the Board's report. A copy of the Annual return of the Company is available on the website of the Company <http://www.wellnessnoni.net/> under the "Investors" section.

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 2020-21 in lakhs	Remuneration paid FY 2019-20 in lakhs	Increase in remuneration from previous year in lakhs	Ratio/Times per Median of employee remuneration
1	S. Kala	Managing Director	12.70	11.00	15.45%	4.57
2	Y. Ashraf Ali	Exec. Director	9.57	7.14	34.03%	3.44
3	Aparna Madhu	Secretary	0.90	0.00	100%	1.29

Note: The Company secretary was appointed only on 02nd January 2021.

The number of permanent employees on the rolls of company as on 31st March 2021 is 13.

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration - Not Applicable

The key parameters for any variable component of remuneration availed by the directors - Not Applicable

The names of the top ten employees in terms of remuneration drawn and the name of every employee - Not Applicable

We hereby affirm that the remuneration paid by the company is as per the remuneration policy of the company .

32. Particulars of Employees :

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

33. Issue of employee stock options :

During the period under review, the company has not issued any shares and 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, 2021, 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 B. 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.

By Order of the Board
for WELLNESS NONI LIMITED

S. Kala
Managing Director
DIN 00871183

Y. Asharaf Ali
Director
DIN 02520292

Date : 06-09-2021
Place : Chennai

**ANNEXURE INDEX**

Annexure	Content
A	MR-3 Secretarial Audit Report
B	Management Discussions And Analysis Report
C	Other Annexure to the Directors' Report

ANNEXURE B**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 2020-21. 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. 571.83 Lakhs during the current year as against Rs. 688.37 lakhs during the same period of previous year and this generated an overall net Loss of Rs. 101.32 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 31-3-2021. 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.105,53,997/-

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

By Order of the Board

Date : 06.09.2021

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
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.
28th	2020	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 : September 30, 2021

Time : 12.00 Noon.

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

6. Financial Reporting 2021-22

Results for the quarter ending

June 30, 2021	-	By end of second week of August 2021
September 30, 2021	-	By end of second week of November 2021
December 31, 2021	-	By end of second week of February 2022
March 31, 2022	-	By end of May 2022



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 2020 to 31st March 2021											
Period: Apr 2020 to March 2021											
All Prices in ₹											
Month	Open	High	Low	Close	No. of Shares	No. of Traders	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
20-Jun	5.45	5.5	5.45	5.5	300	3	1,645	300	100	0.05	0.05
20-Jul	5.75	5.75	5.75	5.75	1,100	5	6,325	1,100	100	0	0
20-Aug	5.5	6	5.45	5.45	1,200	9	6,703	1,200	100	0.55	-0.05
20-Sep	5.45	5.7	4.69	4.69	500	5	2,595	500	100	1.01	-0.76
20-Oct	4.92	4.92	4.92	4.92	600	4	2,952	600	100	0	0
20-Dec	5.16	6.45	4.92	6.4	4,700	28	26,862	4,700	100	1.53	1.24
21-Jan	6.4	6.9	6.1	6.17	8,900	33	58,724	8,900	100	0.8	-0.23
21-Feb	5.87	6.1	5.27	5.27	4,200	11	24,102	4,200	100	0.83	-0.6
21-Mar	5.02	5.52	4.56	5.52	4,700	8	23,771	4,700	100	0.96	0.5

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, 2021 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, 2021, as envisaged in Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Place : Chennai

Date : 06.09.2021

By Order of the Board
for WELLNESS NONI LIMITED

Sd/-
S. Kala
Managing Director



Wellness Noni Limited

L74990TN1992PLC023697

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 CERTIFICATE ON CORPORATE GOVERNANCE

To

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

We have examined the compliance of conditions of corporate governance by Wellness Noni Limited ("the company"), for the year ended on March 31st, 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulations 46(2) and para C and D of schedule V of SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015 ("the SEBI listing Regulations").

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.

We have examined the books of account and other relevant records and documents maintained by the company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by 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 : 06-09-2021



Certificate from Company Secretary in Practice (In terms of Regulation 34(3) read with Schedule V Para C(10)(i) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Members of

WELLNESS NONI LIMITED [CIN : L74990 TN 1992 PL C023697]

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

We hereby certify that none of the directors on the Board of WELLNESS NONI LIMITED ("the Company") as on the 31st March 2021, have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs, Government of India (MCA).

We are issuing this certificate based on the following, which to the best of our knowledge and belief were considered necessary in this regard:

1. Our verification of the information relating to the directors available in the official website of MCA;
2. Our verification of the disclosures/ declarations/ confirmations provided by the directors to the Company; and
3. Information, explanation and representations provided by the Company, its directors/ officers/ agents. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness of the corporate governance processes followed by the Company

For P MUTHUKUMARAN AND ASSOCIATES

Place: Chennai

Date : 07-09-2021

MUTHUKUMARAN

M. No.: F-11218 | CP: 20333

UDIN: F011218C000913735

**Wellness Noni Limited**

DOOR/PLOT NO. 48, Thirumalai Nagar, Annexe First Main Road

Perungudi, Chennai - 600096, India. Phone : 044-2496 0030

E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net

Notes accompanying the Financial Statements for the year ended March 31, 2021**A1(a) Corporate Information**

M/s. Wellness Noni Limited is registered with the Chennai Registrar of Companies as a Public Limited Company on 26th October 1992 vide Reg. no. L74990TN1992PLC023697. The registered office of the company is located at Villa no.2, No.30, Ramappa Nagar Main Road, Perungudi Chennai 600096. "The Principal activity of the Company is trading of Healthcare products.

(b) Estimation of uncertainties relating to the global health pandemic from COVID-19:

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

A2. Significant Accounting Policies**a. Basis of accounting**

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Further the guidance notes or announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered wherever applicable.

Preparation of financial statements in conformity with the Indian Accounting Standards ('Ind AS') requires management of the Company to make estimates and assumptions that affect the income and expense reported for the period and assets, liabilities and disclosures reported as of the date of the financial statements. Examples of such estimates include useful lives of tangible and intangible assets, provision for doubtful debts, future obligations in respect of retirement benefit plans, etc. Actual results could vary from these estimates.

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, amended from time to time.

Amount in financial statements are presented in Indian INR which is the functional currency and also permitted by schedule III to the companies Act, 2013.

b. Presentation of financial statements

The statement of financial position and the statement of Profit and Loss including other comprehensive items are prepared and presented in the format prescribed in Schedule III to the Companies Act, 2013. The cash flow statement has been prepared and presented as per the requirements of Ind AS 7 "Cash Flow Statements". The disclosure requirements with respect to items in the balance sheet and statement of profit and loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

c. Property, plant and equipment

"Property plant and equipment are stated at cost, less accumulated depreciation. The cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Gains or losses arising from disposal of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is disposed.

Depreciation on Property, Plant and Equipment is provided using written down value method on depreciable amount. "The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

d. Intangible assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment losses, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Intangible Assets. Computer softwares are stated at cost less accumulated depreciation, amortisation and impairment.

e. (ii) Intangible Assets under Development

The company had written of Intangible asset under development amounting to Rs. 1,27,16,579.72 during the year. It has been classified as an exceptional item in the face of the profit & loss account and shown in Schedule 1 of the Notes to the accounts.

f. Functional and presentation currency

The functional and presentation currency of the company is the Indian Rupee as it is the currency of primary economic environment in which the company operates.

g. Foreign currency transactions and balances

Foreign currency transactions are initially recorded at the rates prevailing on the date of transaction. At the balance sheet date, foreign currency monetary item are reported using the closing rate.

h. Impairment of Assets

As at each balance sheet date, assets are tested for impairment so as to determine, the provision for impairment loss, if any, and the reversal of impairment loss recognised in previous periods, if any. "An impairment loss, if any, is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use

i. Current and Non-current classification

An asset or a liability is classified as current when it satisfies any of the following criteria:

- i. it is expected to be realized/settled, or is intended for sale or consumption, in the Company's normal operating cycle; or
- ii. it is held primarily for the purpose of being traded; or
- iii. it is expected to be realized/due to be settled within twelve months after the reporting date; or
- iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date; or
- v. the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. "All other assets and liabilities are classified as non-current.

j. Tax expenses**Current tax :**

The current income tax charge is calculated on the basis of taxable income and tax credits computed in accordance with the provisions of the Income-tax Act 1961, any amendments

/ rules that have been enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted as on the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

k. Leases

Operating Lease : Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Lease rentals are charged to the profit and loss account on accrual basis. "The company after assessing the impacts of "INDAS 116 - Leases" have concluded that all the lease agreement fall under short term lease agreements & hence it does not have any impact on financials.

l. Inventories :

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of byproducts which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

m. Financial Instruments

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets

Initial recognition and measurement :

The Company classifies its investments and financial assets in the following measurement categories:

- those to be measured at cost (investment in subsidiaries)

- those to be measured subsequently at fair value through other comprehensive income, and
- those to be measured subsequently at fair value through profit and loss“In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the fair value of those financial assets.

Subsequent measurement

- Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

ii) Financial liabilities

Initial recognition and measurement :

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.“The Company's financial liabilities include trade and other payables. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities on the basis of the operating cycle of the Company.

Subsequent measurement :

Fair value through profit or loss (FVTPL): Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. All changes in fair value

of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Investment in Subsidiary :

Herb Nutra Lab Private Limited is a Subsidiary company of Wellness Noni Limited. The company has invested an amount of Rs. 9,00,000 in its subsidiary company Herb Nutra Lab Private Limited. The subsidiary company is undergoing legal proceedings against its former director regarding the allotment of shares to Wellness Noni Limited. The allotment of shares to Wellness Noni Limited may be revoked if the subsidiary company receives an unfavorable judgement.

n. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, balances with banks.

o. Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer.

p. Other Income

- I) Interest income is accrued at applicable interest rate.
- II) Other items of income are accounted as and when the right to receive arises.

q. Employee benefits

- i) Short term employee benefits : All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, and short term compensated absences and performance incentives are recognized in the period in which the employee renders the related service.
- ii) Post Employment Benefits : Defined contribution plan "The company's state governed provident fund scheme are classified as defined contribution plans. The contribution paid / payable under the schemes is recognised during the period in which the employee renders the related service."

r. Provisions, contingent liabilities and contingent assets

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

- I) the Company has a present obligation as a result of a past event;

II) a probable outflow of resources is expected to settle the obligation; and

III) the amount of the obligation can be reliably estimated

Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually

certain that the reimbursement will be received.

Contingent liability is disclosed in case of,

I) a present obligation arising from a past event when it is not probable that an outflow of resources will be required to settle the obligation; or

II) a possible obligation unless the probability of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date."

s. Segment accounting

The Company have only one segment and segment reporting is not applicable.

t. Cash flow statement

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow is reported using indirect method as per the requirements of Ind AS 7 ("Cash flow statements").

u. Earnings per share

Basic earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

**Notes accompanying the Financial Statements for the year ended March 31, 2021****A3. Dues to micro enterprises and small enterprises**

The management has identified micro and small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) on the basis of information made available by the supplier and vendors of the company. Based on the information available with the Company, as at the year end, no vendors are classified as MSMED.

A4. Disclosure of Related party transactions pursuant to Ind AS 24 "Related Party Disclosures"**a) List of related parties**

Holding Company	:	Noni Bio-Tech Private Limited
Subsidiary Companies	:	Herb Nutra Lab Private Limited
Key Managerial Persons	:	Kala Srinivasa Raghavan
		Yakub Ashrafali
		Bashyam Rangarajan
		Rajalingam Rajarajan
		Shreekhalaivani Shanmugham
		Perumal Varadharaj
		Anthony Siluvai Raj Georgia Silvus Benata
		Suganya Ramyamoorthy
		Aparna Madhu

b) Details of Related Party Transactions (excluding Reimbursements)

Nature of Transactions	Year ended March 31, 2021	
	Subsidiary Company	Holding Company
Bad Debts	-	6,534,973
Purchases	3,247,283	-

c) Key management personnel compensation

Particulars	Year ended March 31, 2021	
	Amounts (INR)	Amounts (INR)
Managerial Remuneration	1,270,000	-

d) Amount due to and due from related parties(net):

Particulars	Amounts due (to)/ from	
	As at 31-03-2021 Amounts (INR)	As at 31-03-2020 Amounts (INR)
Herb Nutra Lab Private Limited	(7,154,930)	(10,301,014)
Noni Bio-Tech Private Limited	-	6,492,834

e) Terms and conditions of transactions with related parties :

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

Loan from parent is taken at 7% rate of interest while other trade outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2021, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2020: Amounts (INR) Nil,). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

f) No amount of due from related parties has been written off during the year (Previous year ` Nil). No amount due to related parties has been written back during the year (Previous year ` nil). For the year ended March 31, 2021, the company has not recorded any impairment of receivables relating to amounts owned by related parties (March 31, 2020 : ` Nil,). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. No expense has been recognized in the current year or prior years for bad or doubtful debts in respect of the amounts owed by the related parties.

**Notes accompanying the Financial Statements for the year ended March 31, 2021****A6. Disclosure pursuant to Ind AS 12 - "Income taxes"**

The major components of income tax expense for years ended 31 March 2021 and 31 March 2020 are:

Particulars	As at 31-Mar-2021	As at 31-Mar-2020
Current income Tax :		
Current income tax charge	-	(1,580,119)
Adjustments of current tax of previous year		
Deferred Tax		
Relating to origination and reversal of temporary differences	(40,717)	37,270
Relating to rate change or imposition of new taxes		
Arising due to a write down of a deferred tax asset		
Income tax reported in the statement of profit and loss	(40,717)	(1,542,849)

A7. Events occurring after the reporting period

The financial statements were approved by the Board of Directors on 30-06-2021 and there are no significant events occurring after Balance sheet date.

A8. Investor Education and Protection Fund

The Company is not required to transfer any amount to Investor Education and Protection Fund.

**PART I****WELLNESS NONI LTD**

Door / Plot No. 48, Thirumalai Nagar, Annexe First Main Road Perungudi, Chennai - 600096, India

BALANCE SHEET AS AT 31.03.2021

Particulars	Note No.	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	16,680,742	16,687,537
(b) Investment Property			
- Intangible Assets Under Development	1	-	12,716,581
(c) Financial Assets			
- Investments	2	3,778,855	3,778,855
- Other Financial Assets	3	114,000	104,000
(d) Deferred Tax Assets	9	81,708	40,991
(2) Current assets			
(a) Inventories	4	2,049,260	1,876,800
(b) Financial Assets			
(i) Investments			
(ii) Trade receivables	5	6,788,139	12,254,370
(iii) Cash and cash equivalents	6	3,612,906	4,944,817
(iv) Bank balances other than (iii) above			
(v) Loans & advances	7	13,019,819	6,201,198
(c) Other Current Assets	8	2,301,949	1,232,500
Total Assets		48,427,378	59,837,649

**Wellness Noni Limited**

L74990TN1992PLC023697

EQUITY AND LIABILITIES

Equity

(a) Equity Share capital	10	32,000,000	32,000,000
(b) Other Equity	11	3,388,438	13,521,138

LIABILITIES

Non-current liabilities

Current liabilities

Financial Liabilities

(a) Trade payables	12	9,755,547	11,288,033
(b) Other current Liabilities	13	2,312,547	1,230,597
(c) Provisions	14	970,846	1,797,881

Total Equity and Liabilities		48,427,378	59,837,649
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In terms of our report attached

For **A John Moris & Co**
Chartered Accountants
FRN 007220 S

A John Moris
Managing Partner
M.No 029424

UDIN: 21029424AAAAEW3437
Date: 30-06-2021
Place: Chennai

For and on behalf of board of directors
WELLNESS NONI LIMITED

KALA SRINIVASA RAGHAVAN
Director

YAKUB ASHRAF ALI
Director

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

Door / Plot No. 48, Thirumalai Nagar, Annexe First Main Road Perungudi, Chennai - 600096, India

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31.03.2021

Particulars	Note No.	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
INCOME			
I Revenue From Operations	15	56,774,729	68,777,995
II Other Income	16	408,633	59,435
III Total Income (I+II)		57,183,362	68,837,430
IV EXPENSES			
Cost of materials consumed			
Purchases of Stock-in-Trade	17	20,922,049	33,276,842
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	18	(172,460)	(145,800)
Employee benefits expense	19	7,066,127	6,918,693
Depreciation and amortization expense	1	409,510	392,370
Other expenses	20	26,414,973	22,715,529
Total expenses (IV)		54,640,199	63,157,634
V Profit/(loss) before exceptional items and tax (I- IV)		2,543,163	5,679,796
VI Exceptional Items		12,716,580	-
VII Profit/(loss) before tax (V-VI)		(10,173,417)	5,679,796
VIII Tax expense:		(40,717)	(1,542,849)
(1) Current tax		-	(1,580,119)
(2) Deferred tax		(40,717)	37,270
IX Profit (Loss) for the period from continuing operations (VII-VIII)		(10,132,700)	4,136,946
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**

L74990TN1992PLC023697

XIII Profit/(loss) for the period (IX+XII)		(10,132,700)	4,136,946
XIV Other Comprehensive Income		-	-
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)		(10,132,700)	4,136,946
XVI Earnings per equity share (for continuing operation):			
(1) Basic	21	(3.17)	1.29
(2) Diluted	21	(3.17)	1.29
XVII Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XVIII Earnings per equity share (for discontinued & continuing operations)			
(1) Basic	21	(3.17)	1.29
(2) Diluted	21	(3.17)	1.29

See accompanying Notes to the Financial Statements

For A John Moris & Co
Chartered Accountants
FRN 007220 S

A John Moris
Managing Partner
M.No 029424

UDIN: 21029424AAAAEW3437
Date: 30-06-2021
Place: Chennai

For and on behalf of board of directors
WELLNESS NONI LIMITED

KALA SRINIVASA RAGHAVAN
Director

YAKUB ASHRAF ALI
Director

**WELLNESS NONI LTD**

Door / Plot No. 48, Thirumalai Nagar, Annexe First Main Road Perungudi, Chennai - 600096, India

Cash Flow Statement for the Year ending 31st March 2021

Statement of Cash Flows	31.03.2021	31.03.2020
	Rs.	Rs.
Cash flows from operating activities:		
Profit before taxation	(10,173,417)	5,679,796
Adjustments for Non Cash Items:		
Depreciation	409,510	392,370
Disposal of Intangible Asset under development	12,716,580	
Working capital changes:		
(Increase) / Decrease in trade and other receivables	5,466,231	(3,689,931)
(Increase) / Decrease in inventories	(172,460)	(145,800)
Increase / (Decrease) in trade payables	(1,532,485)	8,621,658
Increase / (Decrease) in Other Current Liabilities	1,081,950	(429,186)
(Increase) / Decrease in Short Term Loans & Advances	(6,818,621)	(5,911,698)
(Increase) / Decrease in Long Term Loans & Advances	-	96,000
(Increase) / Decrease Other Current Assets	(1,069,449)	(582,500)
Increase / (Decrease) in Short Term Provision	193,527	(236,917)
Other Inflow:		
Cash generated from operations	101,365	3,793,792
Interest paid	-	-
Income taxes paid	(1,020,562)	(1,992,919)
Dividends paid	-	-
Net cash from operating activities	(919,197)	1,800,872
Cash flows from investing activities:		
Business acquisitions, net of cash acquired	-	-
Purchase of property, plant and equipment	(402,715)	(82,838)
Proceeds from sale of equipment / written off	-	-
Investment in FD	(10,000)	-
Investment income	-	-
Net cash used in investing activities	(412,715)	(82,838)
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	(1,331,911)	1,718,034
Cash and cash equivalents at beginning of period	4,944,817	3,226,783
Cash and cash equivalents at end of period	3,612,906	4,944,817

As per our Report of even date attached

For A John Moris & Co

Chartered Accountants

FRN 007220 S

A John Moris

Managing Partner

M.No 029424

UDIN: 21029424AAAAEW3437

Place: Chennai

Date: 30-06-2021

For and on behalf of board of directors

WELLNESS NONI LIMITED

KALA SRINIVASA RAGHAVAN

Director

YAKUB ASHRAFALI

Director

STATEMENT OF CHANGES IN EQUITY															
WELLNESS NONI LIMITED															
Statement of Changes in Equity for the period ended 31.03.2021															
(Rupees in INR)															
A. Equity Share Capital	Changes in equity share capital during the year	Balance at the end of the reporting period													
	32,000,000	32,000,000													
B. Other Equity															
	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other Items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total	
			Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings									
	Balance at the beginning of the reporting period	-	-	-	-	13,521,138	-	-	-	-	-	-	-	13,521,138	
	Changes in accounting policy or prior period errors	-													
	Restated balance at the beginning of the reporting period	-	-												
	Total Comprehensive Income for the year	-	-												
	Dividends	-	-												
	Transfer to retained earnings	-	-			-10,132,700								-10,132,700	
	Any other change (to be specified)	-	-												
	Balance at the end of the reporting period	-	-			3,388,438								3,388,438	

Schedule: 1										
Property, Plant and Equipment & Investment Property										
S.No.	Particulars	Gross Block			Depreciation			Net Block		
		As on 01.04.2020	Additions	Deletion	As on 31.03.2021	As on 01.04.2020	Depn. for the year	As on 31.03.2021	W.D.V. as on 31.03.2021	W.D.V. as on 31.03.2020
I	Tangible Assets									
1	Land	15,807,500		-	15,807,500	-	-	-	15,807,500	15,807,500
2	Plant & Machinery	69,402		-	69,402	12,897	5,674	18,571	50,831	56,505
3	Computers	36,432		-	36,432	1,469	24,738	26,208	10,225	34,963
4	Furniture & Fixtures	15,875	38,815	-	54,690	2,792	12,607	15,399	39,291	13,083
5	Office Equipment	8,911	-	-	8,911	-	1,087	1,087	7,824	8,911
6	Telephone Systems	37,567		-	37,567	894	19,470	20,364	17,203	36,673
7	Vehicles	840,198	363,900	-	1,204,098	217,443	248,090	465,533	738,565	622,755
II	Intangible Assets									
1	Software	264,022		-	264,022	156,875	97,844	254,719	9,303	107,147
	Total	17,079,907	402,715	-	17,482,621	392,370	409,510	801,880	16,680,742	16,687,537
III	Investment Property									
1	Intangible Asset under Development	12,716,581	-	12,716,581	-		-	-	-	12,716,581
	Total	12,716,581	-	12,716,581	-	-	-	-	-	12,716,581

**WELLNESS NONI LTD**

Door / Plot No. 48, Thirumalai Nagar, Annexe First Main Road Perungudi, Chennai - 600096, India

**STATEMENT OF PROFIT AND LOSS
FOR THE PERIOD ENDED 31.03.2021****2. NON-CURRENT INVESTMENTS**

S.No.	Particulars	As at the end of 31.03.2021	As at the end of 31.03.2020
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	As at the end of 31.03.2021	As at the end of 31.03.2020
A.	Life Membership: Internat'l Society for Noni Science	94,000	94,000
B.	Fixed Deposit	20,000	10,000
	Total	114,000	104,000

4. INVENTORIES

S.No.	Particulars	As at the end of 31.03.2021	As at the end of 31.03.2020
A..	Stock-in-trade	2,049,260	1,876,800
	Total	2,049,260	1,876,800

5. TRADE RECEIVABLES

S.No.	Particulars	As at the end of 31.03.2021	As at the end of 31.03.2020
A.	Sundry Debtors		
	a) Secured, Considered Good	-	-
	b) Unsecured, Considered Good		12,254,370
	- Due for less than 180 days	1,696,960	
	- Due for more than 180 days	5,091,179	
	c) Doubtful	-	-
	Total	6,788,139	12,254,370



6. CASH & CASH EQUIVALANTS

S.No.	Particulars	As at the end of 31.03.2021	As at the end of 31.03.2020
A.	Balance with Bank		
	In Current Accounts	3,281,426	4,541,026
	In Deposit Accounts with maturity period upto 3months		-
B.	Cheques, drafts on hand		-
C.	Cash on hand (as certified)	331,480	403,790
	Total	3,612,907	4,944,817

7. SHORT-TERM LOANS AND ADVANCES

S.No.	Particulars	As at the end of 31.03.2021	As at the end of 31.03.2020
A.	Advances to Employees	1,350,522	201,198
B.	Advance to Suppliers	11,252,145	6,000,000
C.	Other advances	417,151	
	Total	13,019,819	6,201,198

8. OTHER CURRENT ASSETS

S.No.	Particulars	As at the end of 31.03.2021	As at the end of 31.03.2020
A.	Postal Deposit	150,000	150,000
B.	Rent- Deposits	1,300,000	1,000,000
C.	Advance Tax	851,939	-
D.	Loans and Advances	-	82,500
E.	Input Tax Credit	-	
F.	TDS receivable	10	
	Total	2,301,949	1,232,500

9. Deferred Tax Asset/Liability

Particulars	Amount
Opening WDV as per Companies Act	16,678,098
Opening WDV as per Income Tax Act	16,825,441
Difference	147,343
Opening Deferred Tax Asset	40,991
Closing WDV as per Companies Act	16,680,742
Closing WDV as per Income Tax Act	17,005,391
Difference	324,649
Closing Deferred Tax Asset	81,708
Deferred Tax Income	40,717

**WELLNESS NONI LTD**

Door / Plot No. 48, Thirumalai Nagar, Annexe First Main Road Perungudi, Chennai - 600096, India

10 SHARE CAPITAL

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (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

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (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	13,521,138	9,384,191
	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 (10,132,700)		4,136,947
	Total	3,388,438	13,521,138

12 TRADE PAYABLES

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
A.	Sundry Creditors		
	- Payable to MSMEs		
	- Payable to other than MSMEs	9,755,547	11,288,033
	Total	9,755,547	11,288,033

13. OTHER CURRENT LIABILITIES

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
A.	Duties & Taxes	1,107,986	1,107,986
B.	TDS Payable	378,675	20,376
C.	GST Payable	477,090	102,235
D.	Advance Received From Customer	254,350	-
E.	EPF & ESI payable	50,258	-
F.	Other Expenses Payable	44,188	-
	Total	2,312,547	1,230,597

14. SHORT TERM PROVISIONS

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
A.	Audit Fees Payable	115,000	110,000
B.	Salary Payable	296,289	107,762
C.	Provision for Income Tax	559,557	1,580,119
	Total	970,846	1,797,881

15. REVENUE FROM OPERATIONS

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
A.	Sale of Products	56,774,729	68,777,995
	Total	56,774,729	68,777,995

16. OTHER INCOME

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
A.	Interest from Bank	365	22,798
B.	Cash on delivery and Shipping Charges	28,779	17,147
C.	Insurance Claim	-	19,490
D.	Handling Charges	117,500	-
E.	Forex Gain	1,363	-
F.	Other Income	260,626	-
	Total	408,633	59,435

17. PURCHASE OF STOCK IN TRADE :

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
A.	Purchase of Stock in Trade	20,922,049	33,276,842
	Total	20,922,049	33,276,842

18. CHANGES IN INVENTORY

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
A.	Opening Stock of Stock in Trade (As certified by the Management)	1,876,800	1,731,000
	Less:		
B.	Closing Stock of Stock in Trade (As certified by the Management)	2,049,260	1,876,800
	Total	(172,460)	(145,800)

19. EMPLOYEE BENEFITS EXPENSE:

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
A.	Staff Salaries	4,414,041	5,314,604
B.	Staff Welfare Expenses	574,225	684,855
C.	Employer Contribution-PF	251,535	245,446
D.	Employer Contribution-ESI	25,453	54,379
E.	Bonus & Incentives	530,873	619,409
F.	Managerial Remuneration	1,270,000	-
	Total	7,066,127	6,918,693

20. OTHER EXPENSES

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
	Sales Commission	8,433,589	8,931,959
	Consultancy Charges	268,720	1,487,850
	Business Promotion	1,420,554	815,651

**Wellness Noni Limited**

L74990TN1992PLC023697

Rent & Rates	1,712,000	-
Bad debts	6,617,474	-
Travelling & Conveyance	806,989	1,088,360
Website Maintenance	13,622	-
Transport Charges	1,210,858	2,505,741
Service Charges	1,192,820	-
GST filing Fee	80,000	-
Internal Audit fee	75,000	-
Telephone & Internet	182,322	244,081
Office Maintenance	698,942	1,429,881
Petrol & Fuel	125,401	170,866
Listing Fees	354,000	-
Printing & Stationery	707,576	1,316,196
Postage & Courier	20,678	50,539
Vehicle Maintenance	161,133	306,494
Rates & Taxes	36,861	2,469,066
Statutory Audit Fees	115,000	115,000
Electricity Charges	199,269	208,204
Secretarial Audit Fees	-	119,750
Certification Charges	-	-
Computer Maintenance	7,550	26,800
Freight	-	-
Security Charges	67,200	238,301
Boarding & Lodging Expenses	31,309	103,379
Bank Charges	60,146	40,806
RTA Expenses	-	-
Interest on TDS	-	19,880
Legal Expenses	848,775	759,872
Donation	10,500	-
Custodial Charges	-	-
Advertisement Expenses	133,825	46,014
Meeting Expenses	270,048	39,375
Software Maintenance fee	265,250	-
Membership fees	-	17,399
License Fee	32,420	-
Toll Charges	7,756	4,218
Round off	-	40
Insurance	26,508	9,487

**Wellness Noni Limited**

L74990TN1992PLC023697

Pooja expenses	9,450	150,320
Interest , Late fee and Penalties	206,501	-
Miscellaneous Expenses	4,926	-
Total	26,414,973	22,715,529

21. EARNINGS PER SHARE

S.No.	Particulars	Figures as at the end of 31 March 2021 (Rs.)	Figures as at the end of 31 March 2020 (Rs.)
	Profit/Loss attributable to Equity Shareholders	(10,132,700)	4,136,946
	No. of Equity Shares at the end of year	3,200,000	3,200,000
	Weighted Average no.of Equity Shares outstanding	3,200,000	3,200,000
	Nominal Value of Equity share	Rs 10/-	Rs 10/-
	Basic Earning per share (3.17)	1.29	
	Diluted Earning per Share	(3.17)	1.29



Wellness Noni Limited

L74990TN1992PLC023697

WELLNESS NONI LIMITED

CIN : L74990 TN 1992 PL C023697

Registered Office : Door / Plot No. 48, Thirumalai Nagar, Annexe First Main Road Perungudi, Chennai - 600096, 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 29TH ANNUAL GENERAL MEETING of the Company via Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), on Thursday, September 30 at 12:Noon Indian Standard Time (IST)

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

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

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

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

The e-voting period : The remote e-voting period commences at 9.00 A.M. on Monday, September 27 , 2021 and ends at 05.00 P.M on Wednesday , September 29 , 2021.

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 29th Annual general meeting of the company, to be held on Thursday, September 30, 2021 at 12:00 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:

**Wellness Noni Limited**

L74990TN1992PLC023697

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, 2021 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			

Signed this day of 2021

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.