

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

Dear Sir/Madam,

<u>Sub: Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements)</u> Regulations, 2015 Annual Report for the FY 2021-22.

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 2021-22.

This is for your information and record.

Yours faithfully

For WELLNESS NONI LIMITED

KALA SRINIVASA RAGHAVAN

Managing Director DIN 00871183



CIN: L74990 TN 1992 PL C023697

Annual Report 2021 - 2022

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 AshrafaliWhole-time DirectorMr. Shreekhalaivani ShanmugamIndependent DirectorMs. Anthony Siluvai Raj Georgia Silvus BenataIndependent 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 ShanmugamIndependent DirectorMr.Perumal VaradharajIndependent 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 30th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 30th Annual General Meeting of the members of WELLNESS NONI LIMITED will be held on Thursday, September 29, 2022 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, 2022 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, 2022

Place: Chennai

KALA SRINIVASA RAGHAVAN Managing Director DIN: 00871183

NOTES:

- 1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM. 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 30th Annual General Meeting of the Company.

- 3. The Register of Members and the Share Transfer Books will remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2021-22.
- 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 Door/Plot No. 48, Thirumalai Nagar, Annexe First Main Road, Perungudi, Chennai 600096, 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 2021-22 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 30th AGM ('the Notice') is available on the Company's website on www.wellnessnoni.net and Annual Report of the Company for financial year 2021-22 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 the 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 30th AGM through VC/OAVM Facility and e-Voting during 30th 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 30th 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 30th 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 22, 2022						
2.	Book Closure Dates	From Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive)						
3.	Remote E-Voting Period	From 9.00 A.M on Monday, September 26, 2022 till 5.00 P.M. on Wednesday, September 28, 2022						
4.	Date & Time of AGM	Thursday, September 29, 2022 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 evoting facility to its Members, in respect of the business to be transacted at the AGM as set forth in the Notice convening the 30th Annual General Meeting to be held on Thursday, September 29, 2022 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 29, 2022.

General Instructions:

- 1. The remote e-voting period commences at 9.00 A.M. on Monday, September 26 , 2022 and ends at 05.00 P.M on Tuesday, Wednesday , September 28 , 2022. 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 22, 2022 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 22, 2022 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 22, 2022 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 22, 2022) 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 22, 2022. 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 30th 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 30th Annual General Meeting.

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

The voting period begins on Monday, September 26, 2022 at 9 AM and ends on Wednesday, September 28, 2022 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 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

Open the internet browser and type the following URL- URL: https://www.evotingindia.com

- 2. Click on "Shareholders/Members" module to cast your votes
- 3. Now enter your User ID

For members holding shares in demat form

- a) For CDSL: 16 digits beneficiary ID
- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

For members holding shares in Physical form

c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company

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.

- 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. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form PAN:

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

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

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.

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.

- 7. After entering these details appropriately, click on "SUBMIT" tab.
- 8. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- 10. Click on the EVSN for the Wellness Noni Limited on which you choose to vote
- 11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution



- 12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- 13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
- 14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- 15. You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- 16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17. Shareholders can also cast their vote using CDSL's mobile app "mVoting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- 18. 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.
 - (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.

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.

- (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.
- (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 (cspmuthukumaran@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.
- 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)

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 (self-attested 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 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 2022 [Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members
Wellness Noni Limited
Door/Plot No. 48, Thirumalai Nagar,
Annexe First Main Road,
Perungudi Chennai - 600096.

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 2022 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 2022 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 Company has not filed the e-form with the Registrar of Companies for resignation of Company Secretary.
- 4. 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 resigned as the Company Secretary of the Company with effect from 30th August, 2021.

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

UDIN: A028512C000910382

Place: Chennai

Date: 06th September, 2022

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

ANNEXURE TO SECRETARIAL AUDIT REPORT

To

The Members, Wellness Noni Limited Door/Plot No. 48, Thirumalai Nagar, Annexe First Main Road, Perungudi Chennai - 600096.

Our report of even date is to be read along with this letter.

- 1. 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.
- 2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
- 5. 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 check basis.
- 6. 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, 2022

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 30th Annual Report together with the audited accounts of the company for the year ended 31st March 2022.

1. FINANCIAL HIGHLIGHTS

The performance of the company for the year ended 31st March 2022 is as follows:

Particulars	For the year ended			
raniculais	31.03.2022	31.03.2021		
Revenue from operations	2,14,36,570	5,67,74,729		
Other Income	59,830	4,08,633		
Total Income	2,14,96,400	5,71,83,362		
Exceptional items	1,58,07,500	1,27,16,580		
Total Expenses	3,19,24,022	5,46,40,199		
Tax Expenses	(21,476)	(40,717)		
Profit/(Loss) after Tax	(2,62,13,646)	(1,01,32,700)		

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 2022.

3. TRANSFER TO GENERAL RESERVE

There has been no transfer to the general reserve of the company for the financial year 2021-2022.

4. SHARE CAPITAL

The paid up equity share capital as on March 31, 2022 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, 2022 and the date of this Directors' Report.

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

During the financial year 2021-22, 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, 2022, 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, 2022 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 2022, 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 resigned as a Company Secretary of the Company w.e.f 31.08.2021.

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 2022, 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 2022, the Nomination and Remuneration Committee comprises of Shree Kalaivani as the chairperson of the committee and Shree Perumal Varadharaj and Mr. Anthony Siluvai Raj Georgia as the Members of the committee.

Shareholders Relationship Committee

As on As on 31st March 2022 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 02nd April, 2021, 30th June, 2021, 13th August, 2021, 31st August, 2021, 06th September, 2021, 14th November, 2021 and on 14th February, 2022. 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 30th September, 2021.

Name of the Directors	Attendance at Board Meeting	Attendance at last AGM (30th September 2021)
S. Kala	7	1
Perumal Varadharaj	7	1
Shreekalaivani	7	1
Anthony Siluvai Raj Georgia Silvus Benata	7	1
Y. Ashraf Ali	7	1

Audit Committee also met 7 times during this financial year on 02nd April, 2021, 30th June, 2021, 13th August, 2021, 31st August, 2021, 06th September, 2021, 14th November, 2021 and on 14th February, 2022.

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

Nomination and Remuneration Committee met 3 times on 30th June, 2021, 31st August, 2021 and on 14th February, 2022.

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, 2022.

Independent Directors met once during this financial year on 14th February, 2022.

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, 2022 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 subsection (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 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.

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

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, 2022. 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. 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) Oreign Exchange Earnings and Outgo:

During the financial year 2021-2022, the total foreign exchange outgo was NIL lakes while the foreign exchange earned was NIL.

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

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on March 31, 2022 is available on the Company's website at www.wellnessnoni.net.

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 2021-22 in lakhs	Remuneration paid FY 2020-21 in lakhs	Increase in remuneration from previous year in lakhs	Ratio/Times per Median of employee remuneration
1.	S. Kala	Managing Director	12.70	12.70	Nil	Nil
2.	Y. Ashraf Ali	Exec. Director	9.57	9.57	Nil	Nil
3.	Aparna Madhu	Secretary	1.50	0.90	Nil	Nil

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 und Employee Stock Options to their employees.

34. Details of recommendations of audit committee which were not accepted by the board along with reasons.

The Audit Committee generally makes certain recommendations to the Board of Directors of the Company during their meetings held to consider any financial results (Unaudited and Audited) and such other matters placed before the Audit Committee as per the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time. During the year, the Board of Directors has considered all the recommendations made by the Audit Committee and has accepted and carried out all the recommendations suggested by the Committee to its satisfaction. Hence there are no recommendations unaccepted by the Board of Directors of the Company during the year under review.

35. Prevention of insider trading

The company has framed a code of conduct for prevention of insider trading based on Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This code is applicable to all the Board members/ employees/officers/ designated persons of the company. The code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the Designated Persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The code of conduct for prevention of insider trading is disclosed in the website of the company.

36. Industrialrelations/material developments in human resources

Company's Human Resource function is aligned with the Company's overall growth vision and continuously works on areas such as recruitment and selection policies, disciplinary procedures, reward/ recognition policies, learning and development programmes as well as all-round employee development. The Company provides a safe and rewarding environment that attracts and retains a talented team and where employees are engaged in delivering exceptional results to the customers and investors. The Company acknowledges the indispensable role of all employees in driving continued success.

During the year cordial and healthy relations were maintained with all sections/levels of employees.

37. Statement on compliance to applicable secretarial standard

The company has complied with all the applicable secretarial standards as issued by the Institute of Company Secretaries of India during the year 2021- 2022.

38. 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.

39. 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.

40. 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.

41. 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.

42. 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, 2022, which would impact the goingconcern 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.

43. 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.

44. 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 Y. Asharaf Ali Managing Director Director DIN 00871183 DIN 02520292

Date: 06-09-2022 Place: Chennai



ANNEXURE INDEX

Annexure	Content
A	MR-3 Secretarial Audit Report
В	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 2021-22. 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. 2,14,36,570/- during the current year as against Rs. 5,67,74,729/- during the same period of previous year and this generated an overall net Loss of Rs. 2,62,13,646/- 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 31-3-2022. 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 not earned foreign Exchange Earning by way of sale of products.

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: 06.09.2022 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
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.
29th	2021	30, Ramappa Nagar Main Road, Perungudi	30-09-2021	12.00 p.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. Date of Book Closure / Record Date

As mentioned in the Notice of this 30th Annual General Meeting of the Company

6. Annual General Meeting

Date: September 29, 2022

Time: 12.00 Noon.

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

7. Financial Reporting 2022-23

Results for the quarter ending

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

March 31, 2023 - By end of May 2023

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 2021 to 31st March 2022

Period: Apr 2021 to march 2022

All Prices in

Month	Open Price	High Price	Low Price	Close Price	No.of Shares	No. of Trades	Total Turnover (Rs.)	Deliverable Quantity	% Deli. Qty to Traded Qty	Spread High- Low	Spread Close- Open
21-Apr	5.79	5.79	5.52	5.79	2500	5	13935	2500	100	0.27	0
21-May	5.79	10.82	5.79	10.36	15900	26	114479	15900	100	5.03	4.57
21-Jun	10.87	16.55	10.87	16.49	92400	167	1431042	92400	100	5.68	5.62
21-Jul	16.2	16.35	10.15	10.7	37000	86	529675	37000	100	6.2	-5.5
21-Aug	10.2	11.34	7.37	11.33	24800	68	230398	24800	100	3.97	1.13
21-Sep	11.5	13.1	11.3	13	6000	17	75976	6000	100	1.8	1.5
21-0ct	13.3	13.3	12.64	12.64	1300	5	16498	1300	100	0.66	-0.66
21-Nov	13.27	13.93	12.61	12.88	10400	10	137822	10400	100	1.32	-0.39
21-Dec	12.24	12.83	12.2	12.2	1600	8	19666	1600	100	0.63	-0.04
22-Jan	12.17	12.17	9.5	9.5	3300	17	36213	3300	100	2.67	-2.67
22-Feb	9.03	9.48	8.3	8.71	3800	9	33182	3800	100	1.18	-0.32
22-Apr	8.71	8.71	8.51	8.51	200	2	1722	200	100	0.2	-0.2

Shareholding Pattern as on 31st March 2022

1der	No. of shareholders	No. of fully paid up equity shares held	Total No. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form
(A) Promoter & Promoter Group	1	9,95,200	9,95,200	31.1	9,95,200	31.1	9,95,200
(B) Public	746	22,04,800	22,04,800	68.9	22,04,800	68.9	15,18,500
(C1) Shares underlying DRs				0		0	
(C2) Shares held by Employee Trust				0		0	
(C) Non Promoter- Non Public				0		0	
Grand Total	747	32,00,000	32,00,000	100	32,00,000	100	25,13,700

Share Transfer System

The power to approve transfer of shares has been delegated by the Board to the Share Transfer Committee which approves the share transfers and demat / remat requests in co-ordination with the RTA. The Share transfers and transmissions are approved and registered within prescribed timelines. On a yearly basis, the compliance with the share transfer / transmission formalities is audited by a Practicing Company Secretary (PCS) in terms of Regulation 40(10) of SEBI (LODR) with the stock exchanges and a certificate to this effect is filed with the stock exchanges. As per SEBI norms, with effect from January 25, 2022, all transmission / transfer request including issuance of duplicate share certificates are mandatorily to be processed in dematerialised form only.

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, 2022 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, 2022, as envisaged in Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Place : Chennai By Order of the Board Date : 06.09.2022 for WELLNESS NONI LIMITED

Sd/-S. Kala Managing Director

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Wellness Noni Limited, Chennai

We have examined the compliance of conditions of corporate governance by Wellness Noni Limited ("the company"), for the year ended on March 31st, 2022, 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 : 06-09-2022

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] Door/Plot No. 48, Thirumalai Nagar, Annexe First Main Road Perungudi, Chennai - 600096, India. Phone: 044-2496 0030

We hereby certify that none of the directors on the Board of WELLNESS NONI LIMITED ("the Company") as on the 31st March 2022, 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: 06-09-2022

MUTHUKUMARAN
M. No.: F-11218 | CP: 20333
UDIN: F011218C000913735



CHARTERED ACCOUNTANTS

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UDIN: 22023082AJWGUJ1443

INDEPENDENT AUDITOR'S REPORT

To:

The Members of

M/s. Wellness Noni Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial statements of "M/s. Wellness Noni Limited" (hereinafter referred to as "the Company"), comprising of the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss, including the statement of other comprehensive income, the Cash Flow Statement and the statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting Principles generally accepted in India, of the state of affairs of the company as at March 31st, 2022, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditors' Responsibilities for the Audit of the Standalone Financial Statements' section and report.

No.5, Lakshmipuram 1st Street, Deivasigamani Road(Near Music Academy), Royapettah, Chenna 2000 014. Tel: +91-44-2811 6003-4 / 7667034935 Fax: 044-2811 1712 E-mail: info@ajohnmoris.com, Website: www.ashmipuram



We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance

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

Emphasis of Matter

with these requirements and the Code of Ethics.

- We draw attention to Schedule 1 of Financial Statements in respect of the writing
 off the Land Rs.1,58,07,500 in the books since it is erroneously accounted in the
 earlier now it has been rectified in the Books and same is mentioned in the notes of
 accounts Schedule No.1.
- According to the information and explanations given to us by Management, the Company has not paid VAT for the FY 2016-17 an amount of Rs.11,07,986/-(Rupees Eleven Lakhs Seven Thousand Nine Hundred Eighty Six Rupees Only)

Our opinion is not modified in respect of the matters stated above.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.



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Key Audit Matters

Assessment of Contingent liabilities in respect of certain litigations including Direct and Indirect Taxes and various other claims filed by other parties upon the Company not acknowledged as debts. The Company's assessment is supported by the facts of matter, their own judgment, past experience, and advices from legal and independent consultants wherever considered necessary. Accordingly, unexpected adverse outcomes may significantly impact the Company's reported profit and the Balance Sheet.

We determined the above area as a Key Audit Matter in view of associated uncertainty relating to the outcome of litigations which requires application of judgment in interpretation of law. Accordingly, our audit was focused on analysing the facts of subject matter under consideration and judgments/interpretation of law involved.

How our audit addressed the key audit matter

Our audit approach included :-

- Going through the current status of the tax litigations and contingent liabilities.
- Examining the orders and/or communication received from various Tax Authorities/ Judicial forums and follow up action thereon;
- Evaluating the merits of the subject matter under consideration with reference to the grounds presented therein and available independent legal / tax advice; and
- Wherever required, reliance is placed on the opinion of legal and tax consultants.

Other Matters

We bring to the attention of the users that the audit of the financial statements has been performed in the aforesaid conditions.

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

Investment in Subsidiary Company:

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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 unfavourable judgement.

Our Audit opinion is not modified in respect of the matters stated above.

Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditors' report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

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 unfavourable judgement.

Management's Responsibility for The Standalone Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Standalone Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles general MORI, accepted in India, including the Indian Accounting Standards (Ind AS) specified upor

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CHARTERED ACCOUNTANTS

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Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Standalone Financial Statements by the Directors of the Company, as aforesaid.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable

assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

Identify and assess the risks of material misstatement of the Standalon Statements, whether due to fraud or error, design and perform audit process.

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responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our

auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have consider with relevant ethical requirements regarding independence, and to communicate

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them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure I" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid standalone financial statements.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Standalone Financial Statements.
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over mancial reporting of the Company with reference to these Standalone Financial Chennal No.5, Lakshmipuram 1st Street, Deivasigamani Road(Near Music Academy), Royapettah, Chennal Colo 014. Tel: +91-44-2811 6003-4 / 7667034935 Fax: 044-2811 1712 E-mail: info@ajohnmoris.com, Website: www.adalungo.



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Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure II" to this report;

- (g) In our opinion, the managerial remuneration for the year ended March 31,2022 has been paid/provided by the company to its directors in accordance with the provisions of Section 197 read with Schedule V to the act;
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - a. There were no pending litigations which would impact the financial position of the company;
 - The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company during the year ended March 31, 2022.

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

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Date: 30-05-2022 Place: Chennai CA G.Kumar Senior Partner M.No 023082

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ANNEXURE I

TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF WELLNESS NONI LIMITED

(Referred to in paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

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- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) The Company has a regular programme for physical verification of its fixed assets by which its fixed assets are verified in a phased manner. According to the information and explanations given to us, no material discrepancies were noticed on verification of the fixed assets.
- (c) According to information and explanations given by the management, the company does not hold any title deeds of immovable properties.
- 2. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- 3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- 4. According to the information and explanations given to us and on the basis of our examination of the books of account, it was observed that the Company has not made or diverted any funds by way of loans, investments, guarantees or security which are required to be listed in the register maintained under the provisions of section 185 and 186 of the Companies Act, 2013 and hence not commented upon.
- 5. During the year, the Company has not accepted any deposits from any person. As same must be complied with the directives issued by the Reserve Bank of India and the channel.

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provisions of Section 73 to 76 of the Companies Act, 2013 and rules framed there under are not applicable.

- 6. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for any of the activities of the Company.
 - (a) According to the records, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including Investor Education and Protection Funds, Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other applicable statutory dues during the year except Value Added Tax as given in Emphasis of matter paragraph.
 - (b) According to the information and explanations given to us, there is no undisputed amounts payable in respect of provident fund, Employees' State Insurance, income-tax, duty of customs, goods and service tax, cess and other material statutory dues were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
- 8. According to the records, there are no transactions recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- 9. In our opinion and according to the information and explanations provided by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government or dues to debenture holders.
- 10. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year.
- 11. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations provided by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

12. The Company is not a chit fund or a Nidhi /mutual benefit fund/society. Accept

this paragraph of the Order is not applicable.
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- 13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by applicable accounting standards.
- 14. The company is mandatorily required to appoint an internal auditor (under Sec 138 read with Rule 13).
- 15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with any of its directors or persons connected with them as is mentioned in Section 192 of the Act.
- 16. According to the information and explanations given to us and based on our examination of the records of the company,
- a) the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934,
- b) the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c) the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- 17. According to the records, the company has incurred a cash loss of Rs. 33,23,599 during the current financial year but has not incurred any cash loss during the immediately preceding financial year.
- 18. There has not been any resignation of the statutory auditors during the year.
- 19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, information and explanations given to us and on the basis of our examination of the books of account, no material uncertainty on the date of the audit report and the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one war from the balance sheet date.

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20. The company does not fall under the category of companies to which CSR obligations apply as specified in Schedule VII under Sec 135 of the Companies Act, 2013 and hence this paragraph of the order is not applicable.

21. The paragraph 3(xxi) of the order is not applicable to the company as it is only required for Consolidated Financial Statements.

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

Date: 30-05-2022 Place: Chennai CA G.Kumar Senior Partner Chennal-14 M.No 023082

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ANNEXURE II

TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF RELIANCE INDUSTRIES LIMITED

Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s. WELLNESS NONI LIMITED ("the Company") as of 31stMarch 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and performance of the control of the Companies and plan and performance of the control of the Companies and plan and performance of the Companies and plan and

the audit to obtain reasonable assurance about whether adequate internal financial No.5, Lakshmipuram 1st Street, Deivasigamani Road(Near Music Academy), Royapettah, Chennai, 800 014, Tel: +91-44-2811 6003-4 / 7667034935 Fax: 044-2811 1712 E-mail: info@ajohnmoris.com, Website: www.ajohnmoris.com



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controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting with reference to these Standalone Financial Statements

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

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- iii. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to these Standalone Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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Date: 30-05-2022 Place: Chennai CA G.Kumar Senior Partner M.No 023082

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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, 2022

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 Registration no. L74990TN1992PLC023697. The registered office of the company is located at 48, Thirumalai Nagar, Annexe First Main Road, Perungudi, Chennai - 600096, The Principal activity of the Company is trading of Healthcare products.

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 prsented 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 does not any Intangible Assets under development during the financial year 2021-22

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 intially 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 temproary 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. Current and deferred tax for the year. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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.

1. "Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of byproductswhich 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 contibution 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.

L74990TN1992PLC023697

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, 2022

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

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 Mar	ch31, 2022
Nature of fransactions	Subsidiary Company	Holding Company
Bad Debts	-	6,535
Purchases	3,247	-

c) Key management personnel compensation

Particulars	Year ended March31, 2022 Amounts (INR)	Year ended March31, 2021 Amounts (INR)
Managerial Remuneration	694	1,270

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

	Amounts due	e (to) / from
Particulars	As at 31-03-2022 Amounts (INR)	As at 31-03-2021 Amounts (INR)
Herb Nutra Lab Private Limited	(7,095)	(7,155)
Noni Bio-Tech Private Limited	-	-

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, 2022

A6. Disclosure pursuant to Ind AS 12 - "Income taxes"

The major components of income tax expense for years ended 31 March 2022 and 31 March 2021 are:

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Current income Tax :		
Current income tax charge	-	-
Adjustments of current tax of previous year		
Deferred Tax		
Relating to origination and reversal of		
temporary differences	(21)	(41)
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	(21)	(41)

A7. Events occurring after the reporting period

The financial statements were approved by the Board of Directors on 30-05-2022 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.



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

BALANCE SHEET AS AT 31.03.2022

Particulars	Note No.	Figures as at the end of 31 March 2022 (Rs.)	Figures as at the end of 31 March 2021 (Rs.)
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	618,953	16,680,742
(b) Investment Property			
- Intangible Assets Under Development	1	-	-
(c) Financial Assets			
- Investments	2	3,778,855	3,778,855
- Other Financial Assets	3	114,000	114,000
(d) Deferred Tax Assets	9	103,184	81,708
(2) Current assets			
(a) Inventories	4	-	2,049,260
(b) Financial Assets			
(i) Investments			
(ii) Trade receivables	5	726,405	6,788,139
(iii) Cash and cash equivalents	6	986,926	3,612,906
(iv) Bank balances other than (iii)	above		
(v) Loans & advances	7	2,898,230	13,019,818
(c) Other Current Assets	8	2,284,659	2,301,949
Total Assets		11,511,212	48,427,378

WIN		1ess Nont Limited = 4990TN1992PLC023697	
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	10	32,000,000	32,000,000
(b) Other Equity	11	(22,825,208)	3,388,438
LIABILITIES			
Non-current liabilities			
Current liabilities			
Financial Liabilities			
(a) Trade payables	12	719,095	9,755,547
(b) Other current Liabilities	13	1,058,465	2,312,547
(c) Provisions	14	558,859	970,846
Total Equity and Liabilities		11,511,212	48,427,378

See accompanying notes to the financial statements

In terms of our report attached

For **A John Moris & Co**Chartered Accoutants

For and on behalf of board of directors

WELLNESS NONI LIMITED

FRN 007220 S

A John Moris KALA SRINIVASA RAGHAVAN Managing Partner Director M.No 029424

UDIN: 21029424AAAAEW3437 YAKUB ASHRAF ALI Date: 30-06-2022 Director Place: Chennai

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 31.03.2022

Pai	rticulars	Note No.	Figures as at the end of 31 March 2022 (Rs.)	Figures as at the end of 31 March 2021 (Rs.)
	INCOME			,
I	Revenue From Operations	15	21,436,570	56,774,729
II	Other Income	16	59,830	408,633
Ш	Total Income (I+II)		21,496,400	57,183,362
IV	EXPENSES			
	Cost of materials consumed			
	Purchases of Stock-in-Trade	17	7,969,927	20,922,049
	Changes in inventories of finished goods	s, 18	2,049,260	(172,460)
	Stock-in -Trade and work-in-progress		-	-
	Employee benefits expense	19	3,544,317	7,066,127
	Depreciation and amortization expense	1	300,161	392,370
	Other expenses	20	18,060,357	26,414,973
	Total expenses (IV)		31,924,022	54,623,059
V	Profit/(loss) before exceptional items as	nd	(10,427,622)	2,560,302
	tax (I- IV)			
VI	Exceptional Items		15,807,500	12,716,580
VII	Profit/(loss) before tax		(26,235,122)	(10,156,277)
	(V-VI)			
VIII	Tax expense:		(21,476)	(40,717)
	(1) Current tax		-	-
	(2) Deferred tax		(21,476)	(40,717)
IX	Profit (Loss) for the period from		(26,213,646)	(10,132,700)
	continuing operations (VII-VIII)			
X	Profit/(loss) from discontinued operation	ons	-	-
XI	Tax expense of discontinued operations		-	-



	WNL//		Noni Limited = 1992PLC023697	
XII I	Profit/(loss) from Discontinued op	erations	-	-
((after tax) (X-XI)			
	Profit/(loss) for the period (IX+XII	<u>(</u>)	(26,213,646)	(10,132,700)
XIV (Other Comprehensive Income		-	-
	A (i) Items that will not be reclassi profit or loss	ified to	-	-
	(ii) Income tax relating to items the not be reclassified to profit or loss	nat will	-	-
	B (i) Items that will be reclassified profit or loss	to	-	- -
	(ii) Income tax relating to items the reclassified to profit or loss	nat will	-	-
1	Total Comprehensive Income for the period (XIII+XIV) (Comprising Prof (Loss) and Other Comprehensive Infor the period)	fit	(26,213,646)	(10,132,700)
XVI]	Earnings per equity share (for cont	inuing operation	n):	
	(1) Basic	21	(8.19)	(3.17)
	(2) Diluted	21	(8.19)	(3.17)
XVII l	Earnings per equity share (for disco	ontinued operati	on):	
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	I Earnings per equity share(for disc	ontinued & cont	inuing operations)	
((1) Basic	21	(8.19)	(3.17)
	(2) Diluted	21	(8.19)	(3.17)
See a	accompanying Notes to the Financia	al Statements		
Char	A John Moris & Co tered Accoutants 007220 S		For and on behalf of bo WELLNESS NONI	
-	nn Moris aging Partner		KALA SRINIVASA I Directo	
M.No	029424			
	N: 21029424AAAAEW3437		YAKUB ASHR	
	: 30-06-2022		Directo	r
DIN ate:	N: 21029424AAAAEW3437			

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

Cash Flow Statement for the Year ending 31st March 2022

Statement of Cash Flows	31.03.2022 Rs.	31.03.2021 Rs.
Cash flows from operating activities:		2101
Profit before taxation	(26,235,122)	(10,173,417)
Adjustments for Non Cash Items:	(20,23),122)	(10,17,3,117)
Depreciation	300,161	409,510
Disposal of Intangible Asset under development	15,807,500	12,716,580
Working capital changes:	17,007,700	12,710,900
(Increase) / Decrease in trade and other receivables	6,061,734	5,466,231
(Increase) / Decrease in inventories	2,049,260	(172,460)
Increase / (Decrease) in trade payables	(9,036,452)	(1,532,485)
Increase / (Decrease) in Other Current Liabilities	(1,254,082)	1,081,950
(Increase) / Decrease in Short Term Loans & Advances	10,121,588	(6,818,621)
(Increase) / Decrease in Long Term Loans & Advances	10,121,700	(0,010,021)
(Increase) / Decrease Other Current Assets	17,290	(1,069,449)
Increase / (Decrease) in Short Term Provision	(411,987)	193,527
Other Inflow:	(111,707)	1)3,547
Cash generated from operations	(2,580,110)	101,365
Interest paid	(2,)00,110)	101,505
Income taxes paid	_	(1,020,562)
Dividends paid	_	(1,020,702)
Net cash from operating activities	(2,580,110)	(919,197)
Cash flows from investing activities:	(=,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	()-),-)//
Business acquisitions, net of cash acquired	_	_
Purchase of property, plant and equipment	(45,872)	(402,715)
Proceeds from sale of equipment / written off	(1),0/-/	(10=,/,10)
Investment in FD	(20,000)	(10,000)
Investment income	(=0,000)	(10,000)
Net cash used in investing activities	(65,872)	(412,715)
Cash flows from financing activities:	(0),01-)	(,/, ->/)
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	(2,645,982)	(1,331,911)
Cash and cash equivalents at beginning of period	3,612,906	4,944,817
Cash and cash equivalents at end of period	986,926	3,612,906
As per our Report of even date attached For A John Moris & Co		
Chartered Accoutants FRN 007220 S	For and on behalf of bo WELLNESS NONI	
1101 00 / 220 0	WELLINESS INOINI	TIMITED

A John Moris Managing Partner M.No 029424

UDIN: 21029424AAAAEW3437

Place: Chennai Date: 30-06-2022 KALA SRINIVASA RAGHAVAN Director

> YAKUB ASHRAFALI Director

				S	TATEMENT	STATEMENT OF CHANGES IN EQUITY	EQUITY							
					WELLY	WELLNESS NONI LIMITED	(13)							
			Stat	ement of Ch	anges in R	Statement of Changes in Equity for the period ended 31.03.2021	ind ended	31.03.2021						
A. Equity Share Capital	pital													(Rupossin INR)
Balance at the beginning of the reporting period	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														
				Reserves	Reserves and Surplus	S	Debt	Equity	Effective		Exchange	Uther	Money	
	Share application moncy pending alloment	Equity component of componed financial instruments	Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings	instrume nts through Other	Instrume iiks Uhrougti Other	portion of Cash Flow Hedges	Revaluati on Surpins	difference s on translatin g the	items of Other Compreh cusive	received against share warrants	Total
Balance at the beginning of the reporting period	•		,	•	,	3,388,438				,	,	,		3,388,438
Changes in accounting policy or prior period		٠	•	,	,	•	,	•	,	,	,	,		•
Restated balance at the fregioning of the reporting partial	-	•	-											
Total Comprehensive Income for the year	-			•				•				•		
Dividends	•		•	•	,		٠	•	,	,	,	,		•
Transfer to retained earnings	•	•	,	,	•	-26,213,646		•	•	•	,	•		-26,315,646
Any other change (to be specified)	•	·	•	•	•	·		•	•	1		ı		•
Balance at the end of the reporting period	1	ı	1	ı	1	-22,825,208	1	1	1	1	1	ı	1	-22,825,208

Sche	Schedule: 1									
			Property, 1	Plant and Equip	Property, Plant and Equipment & Investment Property	nt Property				
			Gross Block	Block			Depreciation		Net Block	lock
S.No.	. Particulars	As on 01.04.2021	Additions	Deletion	As on 31.03.2022	As on 01.04.2021	Depn. for the year	As on 31.03.2022	W.D.V. as on 31.03.2022	W.D.V. as on 31.03.2021
_	Tangible Assets									
	Land	15,807,500		15,807,500						15,807,500
2	Plant & Machinery	50,831			50,831	18,571	5,012	23,583	45,819	50,831
E	Computers	10,225			10,225	26,208	5,404	31,612	4,821	10,225
	Purniture & Pixtures	39,291			39,291	15,399	9,810	25,209	29,481	39,291
5	Office Eqnipment	7,824			7,824	1,087	-	1,087	7,824	7,824
9	Telephone Systems	17,203			17,203	20,364	9,034	29,398	8,169	17,203
2	Vehides	738,565			738,565	465,533	265,357	730,889	473,208	738,565
8	GOODREJ LOCKER - SAFIRE 20 LITRE	-	16,372		16,372		2,834	2,834	13,538	
=	Intangible Assets									
1	Software	9,303	29,500		38,803	254,719	2,711	257,429	36,093	9,304
	Total	16,680,742	45,872	15,807,500	919,114	801,880	300,161	1,102,042	618,953	16,680,742
Ш	Investment Property									
1	Intangible Asset under Development	•	-	-	-		-	1	-	•
									-	
	Total	-	-	-	-	-	-	-	-	•
Ш										

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

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31.03.2022

2. NO	N-CURRENT INVESTMENTS		
S.No.	Particulars	As at the end of 31.03.2022	As at the end of 31.03.2021
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. OTI	IER NON-CURRENT ASSETS		
S.No.	Particulars	As at the end of 31.03.2022	As at the end of 31.03.2021
A.	Life Membership: Internat'l Society for Noni Scie	nce 94,000	94,000
B.	Fixed Deposit	20,000	20,000
	Total	114,000	114,000
4. INV	ENTORIES		
S.No.	Particulars	As at the end of 31.03.2022	As at the end of 31.03.2021
A.	Stock-in-trade	-	2,049,260
	Total	-	2,049,260
5. TRA	DE RECEIVABLES		
S.No.	Particulars	As at the end of 31.03.2022	As at the end of 31.03.2021
A.	Sundry Debtors		
	a) Secured, Considered Good	-	-
	b) Unsecured, Considered Good- Due for less than 180 days- Due for more than 180 days	726,405	1,696,960 5,091,179
	c) Doubtful	-	-
	Total	726,405	6,788,139
6. CAS	H & CASH EQUIVALANTS		
S.No.	Particulars	As at the end of 31.03.2022	As at the end of 31.03.2021
A.	Balance with Bank In Current Accounts	655,445	3,281,426



В.	In Deposit Accounts with maturity peri Cheques, drafts on hand	od upto 3months	-
C.	Cash on hand (as certified)	331,481	331,480
	Total	986,926	3,612,906
7. SHC	ORT-TERM LOANS AND ADVANCES		
S.No.	Particulars	As at the end of 31.03.2022	As at the end of 31.03.2021
A.	Advances to Employees	2,445,023	1,350,522
B.	Advance to Suppliers		11,252,145
C.	Other advances	453,207	417,151
	Total	2,898,230	13,019,818
8. OTI	HER CURRENT ASSETS		
S.No.	Particulars	As at the end of 31.03.2022	As at the end of 31.03.2021
A.	Postal Deposit	150,000	150,000
B.	Rent- Deposits	825,000	1,300,000
C.	Advance Tax	1,101,939	851,939
D.	Loans and Advances		-
E.	Input Tax Credit	202,237	-
F.	TDS receivable	5,483	10
	Total	2,284,659	2,301,949
9. DEF	FERRED TAX ASSET/LIABILITY		
Openin	g WDV as per Companies Act		16,680,742
Openin	g WDV as per Income Tax Act		17,005,391
Differe	nce		147,343
	g Deferred Tax Asset g WDV as per Companies Act		81,708 618,953
Closing	WDV as per Income Tax Act		1,028,934
Differe	nce		409,982
Closing	Deferred Tax Asset		103,184
Deferre	ed Tax Income		21,476

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 2022 (Rs.)	Figures as at the end of 31 March 2021 (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
В.	ISSUED, SUBSCRIBED & PAID UP CAPITAL		
	32,00,000 Equity Shares of Rs.10/- each, Fully pa	id up 32,000,000	32,000,000
	Share Premium -	-	
	Share Money Pending Allottment	-	-
		32,000,000	32,000,000
11 R	ESERVES & SURPLUS		
S.No.	Particulars Particulars	Figures as at	Figures as at
		the end of 31 March 2022	the end of 31 March 2021
		(Rs.)	(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	3,388,438	13,521,138
	Less:Carrying Value of assets whose useful lives ar		-
	Less: Adjustment towards Provision for Income Ta		-
	Add: Profit/(Loss) for the period as per Profit & I		(10,132,700)
	Total	(22,825,208)	3,388,438
12 TI	RADE PAYABLES		
S.No.	Particulars	Figures as at the end of 31 March 2022	Figures as at the end of 31 March 2021
٨	Sunday Craditors	(Rs.)	(Rs.)
A.	Sundry Creditors - Payable to MSMEs		
	- Payable to other than MSMEs	719,095	9,755,547
	i ayabic to outer than montes	719,095 719,095	9,755,5 4 7
		117,077	J, / JJ, JT /



13. OTHER CU	RRENT	LIABILI	FIES
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S.No.	. Particulars	Figures as at the end of 31 March 2022 (Rs.)	Figures as at the end of 31 March 2021 (Rs.)
A.	Duties & Taxes	1,107,986	1,107,986
В.	TDS Payable	(59,324)	378,675
C.	GST Payable	477,090	, , , , , , , , , , , , , , , , , , ,
D.	Advance Received From Customer	, .	254,350
E.	EPF & ESI payable	9,803	50,258
F.	Other Expenses Payable		44,188
	Total	1,058,465	2,312,547
14. S	SHORT TERM PROVISIONS		
S.No.	. Particulars	Figures as at the end of 31 March 2022 (Rs.)	Figures as at the end of 31 March 2021 (Rs.)
A.	Audit Fees Payable	120,000	115,000
B.	Salary Payable	(120,698)	296,289
C.	Provision for Income Tax	559,557	559,557
	Total	558,859	970,846
15. R	REVENUE FROM OPERATIONS		
S.No.	. Particulars	Figures as at the end of 31 March 2022 (Rs.)	Figures as at the end of 31 March 2021 (Rs.)
A.	Sale of Products	21,436,570	56,774,729
	Total	21,436,570	56,774,729
16 0	OTHER INCOME		
S.No.		Figures as at the end of 31 March 2022 (Rs.)	Figures as at the end of 31 March 2021 (Rs.)
A.	Interest from Bank	1,191	365
B.	Cash on delivery and Shipping Charges	209	28,779
C.	Insurance Claim	-	
D.	Handling Charges	58,290	117,500
E.	Forex Gain	1,363	,
F.	Other Income	140	260,626
	Total	59,830	408,633

17.	PURCHASE	OF ST	OCK IN	TRADE	:

17.]	PURCHASE OF STOCK IN TRADE:		
S.No	o. Particulars	Figures as at the end of 31 March 2022 (Rs.)	Figures as at the end of 31 March 2021 (Rs.)
A.	Purchase of Stock in Trade	7,969,927	20,922,049
	Total	7,969,927	20,922,049
18.	CHANGES IN INVENTORY		
S.No	o. Particulars	Figures as at the end of 31 March 2022 (Rs.)	Figures as at the end of 31 March 2021 (Rs.)
A.	Opening Stock of Stock in Trade (As certified by the Management) Less:	2,049,260	1,876,800
B.	Closing Stock of Stock in Trade (As certified by the Management)	-	2,049,260
	Total	2,049,260	(172,460)
19.]	EMPLOYEE BENEFITS EXPENSE:		
S.No	o. Particulars	Figures as at the end of 31 March 2022 (Rs.)	Figures as at the end of 31 March 2021 (Rs.)
A.	Staff Salaries	2,612,985	4,414,041
В.	Staff Welfare Expenses	79,834	574,225
C.	Employer Contribution-PF	142,701	251,535
D.	Employer Contribution-ESI	14,797	25,453
E.	Bonus & Incentives -	530,873	
F.	Managerial Remuneration	694,000	1,270,000
	Total	3,544,317	7,066,127
20.	OTHER EXPENSES		
S.No	o. Particulars	Figures as at the end of 31 March 2022 (Rs.)	Figures as at the end of 31 March 2021 (Rs.)
Sale	es Commission	5,613,611	8,433,589
Con	sultancy Charges	341,595	268,720
	iness Promotion	189,316	1,420,554



	L74990TN1992PLC023697	
Bad debts	6,390,468	6,617,474
Travelling & Conveyance	101,497	806,989
Website Maintenance	8,266	13,622
Transport Charges	1,629,580	1,210,858
Service Charges	38,575	1,192,820
GST filing Fee	-	80,000
Internal Audit fee	-	75,000
Telephone & Internet	72,020	182,322
Office Maintenance	109,031	698,942
Petrol & Fuel	53,799	125,401
Listing Fees	354,000	354,000
Printing & Stationery	951,761	707,576
Postage & Courier	27,748	20,678
Vehicle Maintenance	38,359	161,133
Rates & Taxes	-	36,861
Statutory Audit Fees	115,000	115,000
Electricity Charges	75,063	199,269
Secretarial Audit Fees	-	-
Certification Charges	-	-
Computer Maintenance	-	7,550
Freight	-	-
Security Charges	22,400	67,200
Boarding & Lodging Expenses		31,309
Bank Charges	4,469	60,146
Forex Charges	551,362	-
Interest on TDS	330	-
Legal Expenses	101,000	848,775
Donation	- -	10,500
Custodial Charges	-	-
Advertisement Expenses	612,181	133,825
Meeting Expenses	118,123	270,048
Software Maintenance fee	50,000	265,250
Membership fees	420	-
License Fee	-	32,420
Toll Charges	780	7,756
Round off	(139)	-
Insurance	- -	26,508
Pooja expenses	-	9,450



Interest , Late fee and Penalties	8,069	206,501
Miscellaneous Expenses	44,891	4,926
Total	18,060,357	26,414,973

21. EARNINGS PER SHARE

S.No.	Particulars	Figures as at the end of 31 March 2022 (Rs.)	Figures as at the end of 31 March 2021 (Rs.)
Profit/Loss a	attributable to Equity Shareholders	(26,213,646)	(15,134,633)
No. of Equit	y Shares at the end of year	3,200,000	3,200,000
Weighted Av	erage no.of Equity Shares outstanding	3,200,000	3,200,000
Nominal Val	ue of Equity share	Rs 10/-	Rs 10/-
Basic Earnin	g per share	(8.19)	(4.73)
Diluted Earn	ning per Share	(8.19)	(4.73)

			M	ellness No	Wellness Noni Limited				
			DOOR/PLOT NO. 48, Thirumalai Nagar, Annexe First Main Road	8, Thirumalai	Nagar, Annexe	First Main Road			
			Pc	rrungudi, Chc	Perungudi, Chennai - 600096.				
			Depre	ciation as po	Depreciation as per Income Tax Act	x Act			
S. No	Paticulars	%	W D V as on 01/04/2021	Addition 180 days or more	Additions Less than 180 days	Deletions	.Total	Depreciation for the year	W D V as on 31/03/2022
1	Land & Land Development	%0	15,807,500	•	•	15,807,500		-	-
2	Computers	%05	13,151	-		*	13,151	2,260	7,891
3	Furniture & Fittings	10%	67,956	16,372		•	84,328	8,433	75,895
4	Office Equipments	15%	11,221	1	-	-	11,221	1,683	9,538
5	Cars	15%	925,246	-	1	•	925,246	138,787	786,459
9	Soltware	40%	86,400	29,500	-	•	115,900	09£'9ħ	69,540
ż	Plant & Machinery	15%	65,729	-	•	-	65,729	658'6	55,869
8	Cell phone	15%	27,317	-		•	27,317	4,098	23,220
6	Computer Server	40%	872	-	1	-	872	349	523
Total (A)			17,005,391	45,872	1	-	1,243,763	214,829	1,028,934

LLNESS 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 / Cl	lient ID NO.	
No.of Shares held:		
		MEETING of the Company via Video day, September 29, 2022 at 12:Noon
Member's Folio/ DP ID-	Member's/ Proxy's name	
Client ID No.	in Block Letter	
NOTES:		
1. Only Member/ Proxy holder car	n attend the Meeting.	
2. Please complete the Folio/ DP I Slip and hand it over, duly signed,		Iember/ Proxy, sign this Attendance all
3. Shareholder / Proxyholder des Report for reference at the Meetin	e e	l bring his /her copy of the Annual
Particul	ars for voting through Electron	ic means
		ting at the Annual General Meeting, ticulars for electronic voting are as
EVEN ((E-Voting Event Number)	User ID	Password

Note: Please refer to the instructions printed under the Notes of the Notice of the 30th Annual General Meeting.

The e-voting period: The remote e-voting period commences at 9.00 A.M. on Monday, September 26, 2022 and ends at 05.00 P.M on Wednesday, September 28, 2022.

The voting module shall be disabled by CDSL for voting thereafter.

L74990TN1992PLC023697

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]

: L74990TN1992PLC023697

Name of the Company : WELLNESS NONI LIMITED

CIN

Registered office : Door/Plot No. 48, Thirumalai Nagar, Annexe First 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
2. Name
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 30th Annual general meeting of the company, to be held on Thursday, September 29, 2022 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:

Sr. No	Resolution	No. of Shares	Vote (Optional. See Note 2*)	
NO			For	Against
	ORDINARY BUSINESS			
1	Adoption of Standalone financial statements of the Company for the financial year ended 31st March, 2022 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	2022	
Signature of shareholder :			Affix Revenue Stamp
Signature of Proxy holder(s)	:		

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.