



WELLNESS NONI LIMITED

(formerly RGN Securities and Holdings Ltd)

CIN : L74990 TN 1992 PL C023697

Annual Report 2015 - 2016

Registered Office : 12, Rajiv Gandhi Road, Perungudi, Chennai - 600 096.

Phone : 91-44- 3257 6748 Fax : 91-44-4901 1149

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



Wellness Noni Limited

L74990TN1992PLC023697

BOARD OF DIRECTORS

Prof. Purathur Ignatius Peter Managing Director	Din No. 00870946
Mrs. S. Kala Executive Director	Din No. 00871183
Mr. Thanigaikumar Non Executive Independent Director	Din No. 03497772
Mr. M.Sivakumar Non Executive Independent Director	Din No. 03497863
Mr. A. Arunachalam Non Executive Independent Director	Din No : 03497774

STATUTORY AUDITORS

M/s.Swaroop Anand & company Chartered Accountants, Old No V -21, New No 14, 14th Street, V Block, Anna Nagar, Chennai 600040	FRN : 4324
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CHIEF FINANCIAL OFFICER

B. Ranga Rajan

SECRETARY

Mrs. R. Suganya

BANKERS

State Bank Of India, Adyar
Canara Bank K.B.Nagar, Adyar

REGISTERED OFFICE

12, Rajiv Gandhi Road,
Perungudi, Chennai - 600 096
Phone : 044 - 3257 6748 Fax : 044-49011149
Email: mail@wellnessnoni.net
Website:wellnessnoni.net

LISTING

BSE Ltd, Mumbai

REGISTRAR AND TRANSFER AGENTS

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



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Registered Office : 12, Rajiv Gandhi Road, Perungudi, Chennai - 600 096.

Phone : 044 -3257 6748 Fax : 044 - 490 11 149 Email : mail@wellnessnoni.net Website : wellnessnoni.net

NOTICE

NOTICE is hereby given that the 24th ANNUAL GENERAL MEETING of M/s. Wellness Noni Limited will be held at "Life Success Academy," No 4, Elite Plaza, E Road, Koyambedu, Chennai 600 107 on Friday, the 30th September 2016 at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2016 and the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in the place of Prof. Purathur Ignatius Peter DIN: 00870946 who retires by rotation and being eligible, offers himself for re-appointment.
3. To Appoint auditors of the company and fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof :

"Resolved that pursuant to Section 139, 141 and 142 (1) and other applicable provisions if any, of the Companies Act, 2013, and the Rules made there under and pursuant to the recommendations of the Audit Committee, M/s. SWAROOP ANAND & Co., Chartered Accountant FRN: 4324 who retire as Auditor at this Annual General Meeting and who have expressed their willingness for re-appointment, be and are hereby appointed as the statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company on such remuneration as may be fixed by the Board of Directors as determined by the Audit Committee."

SPECIAL BUSINESS:

4. Appointment of Prof. Purathur Ignatius Peter, DIN:00870946 as Managing Director of the Company, To Considered and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made there under (including and statutory modification(s) or re-enactment thereof and subject to the necessary approval if any and on the basis of recommendation of Nomination and Remuneration committee and approval of Board of Directors appointing Prof. Purathur Ignatius Peter, DIN:00870946 as Managing Director of the Company in its meeting held on 30-05-2016, the shareholders of the company accord their approval for the appointment of Prof. Purathur Ignatius Peter DIN: 00870946, as Managing Director of the Company for a period of 3 years with effect from 31st July, 2016 to 30 July, 2019 and at a remuneration not exceeding of Rs. 2,00,000/- per month (Two Lakhs Rupees Only) (including of all perquisites and benefits) for a Period of 3 (three) years w.e.f. 31 July, 2016 as per the terms and conditions, including remuneration as may be agreed to between the Board and Mr Prof. Purathur Ignatius Peter DIN: 00870946 or as may be varied by the Company in General Meeting.



RESOLVED FURTHER THAT the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Prof. Purathur Ignatius Peter DIN: 00870946 within and in accordance with and subject to the limits prescribed in Schedule V to the Companies Act, 2013 and if necessary, as may be stipulated by the Central Government as may be agreed to accordingly between the Board and Mr. Prof. Purathur Ignatius Peter (DIN: 00870946).

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year Prof. Purathur Ignatius Peter DIN: 00870946, shall be paid the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Place : Chennai
Date : 30-05-2016

By Order of the Board
for WELLNESS NONI LIMITED

sd/-
Prof. Purathur Ignatius Peter
Chairman
(DIN 00870946)

NOTES:

1. The statement setting out material facts as required under Section 102(1) of the Companies Act, 2013, in respect of Special Business mentioned in the above notice in annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE ANY MEMBE HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CAN APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED WITH THE COMPANY AT ITS CORPORATE OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE ANNUAL GENERAL MEETING. (Proxy form MGT- 11) is annexed herewith).
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send certified copy of board resolution or power of attorney to attend and vote on their behalf at the meeting.
4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of Equity Shares of the Company will remain closed from 28th September 2016 to 30th September 2016 (both days inclusive) for the purpose of Annual General Meeting.



5. Members desirous of obtaining any information as regards to accounts and operation of the Company are requested to write to the Company at least 10 days before the meeting to enable the Company to keep the required information ready at the ensuing annual general meeting.
6. Members holding shares in physical form are requested to notify change of address immediately to the Company or its Registrar and Share Transfer Agent of the Company namely Cameo Corporate Services Limited, Subramanian Building, No.1 Club House Road, Chennai 600002. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
7. Members or proxies should bring their attendance slip duly filled for attending the meeting. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be circulated at the meeting.
8. Investors are requested to update their e-mail IDs with Depository Participants (DP) for shares held in demat form or with the Registrar and Share Transfer Agent Cameo Corporate Services Limited, 'Subramanian Building', No. 1, Club House Road, Chennai - 600 002 (RTA) (or) the Company in case the shares are held in physical form for receipt of Notices, Annual Report, Circulars, etc. by electronic mode.
9. Members are requested to bring their folio no. and DP ID - Client ID for easy identification of attendance at the meeting and also for participation at the meeting.
10. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail of the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 (Form attached) duly filled in to the Company's Registrar and Share Transfer Agent: Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
11. Members who are desirous of seeking any further information or clarification, if any, particularly with regard to the accounts are requested to write to the Company at least seven days in advance of the meeting so that the information can be made available at the meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Share Transfer Agent.
13. In case of Joint Holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Electronic (soft) copy of the Notice of the 24th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form and the Annual Report for 2015-16 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 24th Annual General Meeting of the company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the Annual Report for 2015-16 is being sent in the permitted mode.

**15. Details of Directors seeking re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015**

Name of the Director	Prof. P.I. PETER
Date of Birth	23-03-1951
Date of Appointment in the Board	30.09.2006
Qualification	Bsc.MD.Ph.d.
Expertise in specific functional area	Botany, Alternate Medicine
Directorship held in other companies	1
Chairman / Member of Committee(s) of Board of Directors of the Company	1
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	1
Whether related with other Directors / Key Managerial Personnel	NO
Number of meetings attended During the year	4
Number of shares held in Company	Nil

16. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services. For this purpose, the Company has tied up with CDSL for providing e-voting services through CDSL's e-voting platform.

In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in the e-voting process on the resolutions placed by the Company on the e-voting system.

1. The Instruction for shareholders for voting electronically is as under:-

The e-voting period begins on Tuesday, the 27th September, 2016 at 9 A.M. and ends on Thursday, the 29th September, 2016 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Log on to the e-voting website www.evotingindia.com during the voting period.



- (iii) Click on Shareholders.
- (iv) Now enter your USER ID
 - a. For CDSL: 16 digit beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical Form should enter Folio Number registered with the Company.
- (v) Next enter the image verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details or Date of Birth DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. <ul style="list-style-type: none">● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of "Wellness Noni Limited" on which you choose to vote.



- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders Can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

2. General Instructions:

- (i) Members can opt for only one mode of voting i.e. either physically voting at the AGM or e-voting. In case a members has cast multiple votes, then voting done by e-voting will be considered as valid.
- (ii) The facility for voting, either through electronic voting system or polling paper or ballot shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting.



- (iii) The members who have cast their vote by remote e-voting to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iv) Mr. M Damodaran, Practicing Company Secretary (Membership No. 5837 and C P No. 5081), Chennai, has been appointed as the Scrutinizer to Scrutinize the remote e-voting process and voting at annual general meeting in a fair and transparent manner.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting 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 make, not later than three days of conclusion of the meeting, 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. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
- (vi) After all the items of the Notice have been discussed, the Chairman will order a poll in respect of all the Items. Poll will be conducted and supervised by the Scrutinizer appointed for e-voting as above. After the conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Company on its website: www.tulsyanec.in upon receipt of consolidated scrutinizer's report.

Explanatory Statement in respect of the Special Business

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

Item No.4

a). Meaning, Scope & Implication of the items of the business:

In the meeting of Nomination and Remuneration Committee held on 30.05.2016, the Committee has recommended the appointment of Prof. Purathur Ignatius Peter as Managing Director and payment of his remuneration for the period of 3 years with effect from 31.07.2016 to 30.07.2019. Subsequently the Board of Directors has approved the same in its meeting held on 30.05.2016 subject to the approval of shareholders pursuant to the provisions of Section 196, 197, 198, 203(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made there under (including any statutory modification(s) or re-enactment thereof and subject to the necessary approval if any.

b) Interest of Director, Key Managerial Personnel and their relatives:

None of the

- i) Directors
- ii) Key Managerial Personnel (CFO & CS)
- iii) Relatives of the persons mentioned in i & ii

are interested in the above said resolution except Prof. Purathur Ignatius Peter

c) Relevance of Resolution in any other Company:

The above resolution does not affect any other company.

**d) Inspection of Documents:**

There are no documents required for inspection for the purpose of this resolution.

Statement as per item (iv) of third proviso of section II of Part II of Schedule V to the Companies Act, 2013.

I. General Information

Nature of industry	Marketing & Manufacturing Industry
Date or expected date of commencement of commercial production	The Company is in marketing the Noni based Cosmetic and Herbal Products
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Company is in marketing the Noni based Cosmetic and Herbal Products
Foreign Investments or Collaborations, if any	NIL

II. Information about the Appointee

Background Details	<p>Prof. Purathur Ignatius Peter has established Noni Biotech Pvt. Ltd in the year of 2001 and has been the Chairman of the company since then. He has established an eco-friendly and fully automatic factory at the Chennai to manufacture Divine Noni products. Prof. Purathur Ignatius Peter is a regular visiting faculty Professor at International Open University, Colombo</p> <p>This factory has won several International Recognitions and Certificates such as ISO 9001 - 2008. GMP, HACCP.</p>
Past Remuneration	NIL
Recognition or Awards	<p>Prof. Purathur Ignatius Peter has been awarded Mother Theresa's Life Time Award for his outstanding and dedicated service to the humanity in 2006. The Service Star Award 2007 was also conferred on him in Malaysia. In November 2010, he was also awarded prestigious title "KNIGHT COMMENDER" at the 45th World Congress of Integrated Medicine at the Colombo and The prestigious PAX MONDI AWARD " Further, he has established World Noni Research Foundation at Chennai.</p>



Job Profile and his Suitability	Managing Director
Remuneration Proposed	Rs.2,00,000/- Per Month
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :	Promoter Director

III. Other Information's

Reasons of loss or inadequate profits	The Company was Registered as Financial Sector company after takeover in 2011-12 the Company's object was changed to as Marketing and Manufacturing company.
Steps taken or proposed to be taken for improvement	The company has taken tremendous efforts to improve its volume of business by appointing stockiest and distributors

IV. Disclosures

All element and remuneration package such as salary, benefits, bonus, stock option, pension, etc, of all the Directors	Agreement is being entered.
Details of fixed Component and performance linked incentives along with the performance criteria	The total remuneration includes all perquisites & benefits. There is no performance linked incentives paid to Directors.
Service Contract, notice period, severance fee	Independent Directors are appointed for a period of 5 years and all Non-executive directors are appointed on retirement by rotation basis. Notice period, Service Contract and severance fee as stated in the Contract of Appointment for all Executive Directors.

Since the company has inadequate profit, the Board recommends the Ordinary Resolutions set out at Item No. 4 for approval of Members.

Place : Chennai
Date : 30-05-2016

By Order of the Board
for WELLNESS NONI LIMITED

sd/-
Prof. Purathur Ignatius Peter
Chairman
DIN 00870946



Form No. MGT-11

Proxy form

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

CIN : L74990TN1992PLC023697
 Name of the Company : WELLNESS NONI LIMITED
 Registered office : No.12, RAJIV GANDHI 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

3. Name :

Address :

E-mail Id :

Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting to be held on 30th September 2016, at 11.30 A.M. at "Life Success Academy," No 4, Elite Plaza, E Road, Koyambedu, Chennai 600 107 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Annual financial statements of the Company as on March 31, 2016
2. Appointment of Director in the place of Mr. Prof.Purathur Ignatius Peter (DIN: 00870946) who retires by rotation and being eligible offers himself for re-appointment.
3. Appointment of auditors.
4. Appointment of Prof.P.I.Peter, Managing Director of the company.

Signed this day of 2016

Signature of shareholder :

Signature of Proxy holder(s) :

Note: 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. (i.e. on or before 11:30 A.M. on Wednesday, 28th September , 2016).



BOARD'S REPORT

To,
The Members,

Your Directors have pleasure in presenting their 24th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31st March 2016

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

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

	For the financial period ended 31st March, 2016 (Amount in Rupees)	For the financial period ended 31st March, 2015 (Amount in Rupees)
Turn Over	36,11,953	73,41,213
Profit Before Depreciation	1,85,711	6,41,845
Depreciation	77,261	1,12,223
Profit / (Loss) after Depreciation	1,08,450	5,29,622
Net Profit Before Tax	1,08,450	5,29,622
Provision for Tax	33,511	1,63,653
Net Profit After Tax	79,417	3,58,449
Balance Carried over to Balance Sheet	79,417	3,58,449

2. Review of Operation

During the financial year under review, the Company has made a turnover of Rs. 36,11,953 from its operation as against Rs. 73,41,213 for the previous financial year. The net profit after tax for the financial year is Rs. 79,417 as against Rs. 3,58,449 previous financial year. Your Directors are continuously looking for the avenues for future growth of the company.

3. Dividend

Due to Non-availability of sufficient Profit, Your Directors do not recommend any dividend for the financial year ended 31st March 2016.

4. Share Capital

The Company had not allotted any shares during the year and thereby the subscribed and paid share capital of the company stands as Rs.320. 00 lakhs at the end of the financial year 2015-2016.

5. Material Changes and Commitments

There are no material changes and commitments affecting the financial position of the company.

6. Change in the nature of business

During the period under review, there is no change in the nature of business.

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

The Board of directors recommended an amount of profits of Rs.79,417 to be carried to General Reserves.

8. Directors and Key Managerial Personnel

During the Year, Mrs. M. Devi Prabha, Director of the company had resigned from the Board.

Mr. S. Sunder Singh, Independent Director of the company had resigned from the Board.

Mr. Prof. Purathur Ignatius Peter DIN: 00870946 retires from office by rotation and being eligible, has



offered himself for re-appointment. Items seeking your approval on the above re-appointment are included in the Notice convening the Annual General Meeting. Brief resumes of the Directors seeking appointment / reappointments from part of the Notice of the ensuring Annual General Meeting.

9. Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year four (4) Board Meetings were convened and held on 30.05.2015, 07-08.2015, 13.11.2015 and 12.02.2016. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

10. 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.

11. Policy on directors 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, 2016 the Board consists of 5 Directors, the Managing Director and an Executive Director both being promoters and 3 independent directors. The board periodically evaluates the need for change in its composition and size.

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

12. Board Evaluation :

Pursuant to the provisions of the Companies Act, 2013 the board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders Relationship. A structured questionnaire was prepared after taking into consideration inputs received from the directors, covering various aspects of the board's functioning such as adequacy of the composition of the board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the board, who were evaluated on parameters such as participation and contribution by a director, commitment, including guidance provided to the senior management outside of board / committee meetings, effective deployment of knowledge and expertise, effective management of relationship with various stakeholders, independence of behavior and judgment etc. The performance evaluation of the Independent Directors was carried out by the entire board. The performance evaluation of the Chairman and Managing Director were carried out by the Independent Directors. The board also reviewed the performance senior managerial personnel.

13. 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.

14. Directors' Responsibility Statement

The Board of Directors of the Company confirms that:

- a. In preparation of the Annual Accounts, the applicable accounting standards have been followed.
- b. The Directors had 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 or loss of the company for that period.
- c. The Directors had 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 had prepared the Annual Accounts on a going concern basis.
- e. The Directors had 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 had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. Directors & Key managerial personnel

Prof. Purathur Ignatius Peter, Executive Director of the company is appointed as the Managing Director or a period of 3 years with effective from July 31, 2016 by Board and it shall be ratify at the 24th AGM scheduled to be held on 30-9-2016.

The board, on the recommendation of the Nomination and Remuneration Committee, appointed B.Rangrajan as the Chief Financial Officer (CFO) effective May 30, 2016.

14. AUDITORS' REPORT

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

The Management is in the process of obtaining valuation report for the asset since there is a huge fluctuation in the land market value due to economic fluctuations.

With regard to investment of the Company since all the shares are listed in Madras Stock Exchange which is derecognized there is difficulty in determining listed market value of the shares.

With regard to Intangible Assets, the said losses were prior to old Segment viz core Financial business operation carried out during 2001 to 2005 and from 1-4-2011 the Company has shifted the business operation to Manufacturing/Marketing Segment. After changing into the New Segment of business the Company as posted profit in all the years.

17. AUDITORS

M/s. SWAROOP ANAND& Co., Chartered Accountant (FRN:4324) be and hereby appointed as the statutory auditors of the Company, who is offering himself for his re-appointment) to hold office till the conclusion of next AGM of the company on such remuneration as may be fixed by the Board of Directors as determined by the Audit Committee.

18. 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

Mr. Sivakumar, Chairman, Internal Audit Committee of the company who is having adequate experience in the field of finance is performing the duties of internal auditors of the company.

19. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, Mr. B.S.ANILKUMAR, Practicing Company Secretary have been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as ANNEXURE A to this report.

20. Reply to qualification in the Secretarial Audit Report as follows:**1. Section 203(1).**

Pursuant to provisions of Section 203 (1) Companies Act 2013 Every company belonging to such class or classes of companies as may be prescribed shall have the following whole-time key managerial personnel,-

- (i) Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director;
- (ii) Company Secretary; and
- iii) Chief Financial Officer

However Company duly appointed Managing Director, Chief Financial Officer and Company Secretary. However Company have appointed CFO and Company Secretary belatedly and now regularized

2. Secretarial Standards:

Secretarial Standard has complied by the company and however there are small deviations due to oversight and in future it will comply in proper manner.

3. Clause 41 of the Listing Agreement.

With regard to Clause 41 of the listing agreement and regulation 33 of SEBI (LODR) Regulations, 2015 - undertaking that hereafter company will comply in proper manner.

New listing agreement has been executed belatedly due to oversight

21. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

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) There is no Foreign exchange earnings and Outgo during the financial year.

22. 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.

23. 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.

24. Extract of Annual Return:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE B.

**25. Merger:**

The Board of Directors of the Company are contemplating and evaluating the proposal of merger of M/s. Noni Biotech Pvt. Ltd (Promoter group) with M/s. Wellness Noni Ltd. The proposal is in advance stag of discussion including discussion on arrangement and number of shares to be allotted. The said proposal shall be implemented by the company subject to receipt of all statutory approvals.

26. Corporate Social Responsibility (CSR)

The provision of section 135 of the Companies Act, 2013 relates to Corporate Social Responsibility is not applicable to the company.

27. 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.

28. Details of Subsidiary / Joint Venture / Associate Companies

During the financial year 2015-16, the company neither acquired nor became the subsidiary or joint venture or associate company.

29. Particulars of contracts or arrangements with related parties:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2 in ANNEXURE C

30. 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 2015-16 in lakhs	Remuneration paid FY 2014-15 in lakhs	Increase in remuneration from previous year in lakhs	Ratio/Times per Median of employee remuneration
1.	No Reumeration was paid to the Directors	-	-	-	-	-

31. Deposits:

The company has, during the year, not accepted any deposits from the public. Since the company does not have any liability of public deposits during the year, there is no deposit remaining unpaid or unclaimed as at the end of the year and no repayment obligation on deposit and interest thereon and default thereof are applicable.

32. Particulars of Employees:

The company has not paid any remuneration to the directors. There is no employee falling under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence the requirement under rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.

33. Issue of employee stock options :

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

**34. Human Resources:**

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

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

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

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

36. Listing with Stock Exchanges:

The Company Shares are listed at BSE Ltd. Mumbai

37. 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.

38. Risk management policy

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.

39. 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:

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.

40. Management Discussion and Analysis:

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

41. Acknowledgements:

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

Place : Chennai
Date : 30-05-2016

By Order of the Board
for WELLNESS NONI LIMITED

sd/-
Prof. Purathur Ignatius Peter
Chairman
DIN 00870946



ANNEXURE INDEX

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

ANNEXURE A
Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2016

[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
CIN: L74990TN1992PLC023697
NO.12, RAJIV GANDHI 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 **M/s. 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 there on.

Based on my verification of the **M/s. WELLNESS NONI LIMITED'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 31.03.2016 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 here in after:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. WELLNESS NONI LIMITED** ("the Company") for the financial year ended on **31.03.2016** 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

(c) 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;

(vi) Other laws as may be applicable specifically to the company - NIL

I have also examined compliance with the applicable Clauses/Regulations of the following:

a. The Listing Agreement entered into by the Company with BSE Limited;

b. The Listing Agreement entered into by the Company with BSE Limited under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

c. The 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 subject to the following observations:

(i) The Company has complied the provision of section 203 (1) of the Companies act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as on the date of this certificate.

(ii) The Company has complied the Secretarial Standards issued by the Institute of Company Secretaries of India with minor deviations.

(iii) The Company has complied the Clause 41 of the Listing Agreement except for few quarters.

(iv) The Company has complied the Regulation 33 of the SEBI (LODR) Regulation, 2015 except for the quarter ended 31.12.2015

(v) The Company has not complied the Regulation 109(2) of the SEBI (LODR) Regulation, 2015

I further report that

The Board of Directors of the Company is constituted with 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.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



Wellness Noni Limited

L74990TN1992PLC023697

I further report that during the audit period the company had following specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Chennai
Date : 30 May 2016

ABVR & ASSOCIATES
B.S.ANILKUMAR
Partner
Membership No. A33513
C P No.: 12587

ANNEXURE B

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS :

1. CIN L74990TN1992PLC023697
2. Registration Date 26/10/1992
3. Name of the Company M/s. Wellness Noni Ltd
(formerly RGN Securities and Holdings Ltd)
4. Category/Sub-category of the Company Public Company
5. Address of the Registered office & contact details 12-Rajiv Gandhi Road
Srinivasa Nagar
Perungudi, Chennai, Tamil Nadu 600 096
6. Whether listed company Listed at the BSE Ltd. Mumbai
7. Name, Address & contact details of the Registrar & Transfer Agent, if any. M/s. Cameo Corporate Services Ltd
2-Subramaniam Building,
Anna Road, Chennai - 600 002.

II. Contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main products / services	NIC Code of the Product/service
1.	Hair cream, Herbal hair oil, Shampoo	24247
2.	Isotine Eye Drops	24249



III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

S. No.	Name & Address Of The Company	Cin/GI	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Noni Biotech Pvt. Ltd		Holding	46.89%	2(46)

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

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2016]				"% change during the year"
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1500400	0	1500400	46.89	1500400	0	1500400	46.89	NIL
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	1500400	0	1500400	46.89	1500400	0	1500400	46.89	NIL
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	100400	121400	221800	6.93	100400	121400	221800	6.93	NIL
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	38900	199700	238600	7.46	69700	193300	263000	8.22	+0.76



Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2016]				% change during the year"
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	847400	385700	1233100	38.53	824300	385700	1210000	37.81	-0.72
c) Others (Hindu Undivided Families)	6100	-	6100	.19	4600	200	4800	.15	-0.04
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B) (2):-	992800	706800	1699600	53.11	999000	700600	1699600	53.11	0
Total Public Shareholding (B)= (B) (1)+ (B) (2)	992800	706800	1699600	53.11	999000	700600	1699600	53.11	0
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2493200	706800	3200000	100	2499400	700600	3200000	100	0

B) Shareholding of Promoter

S.No.	Share holder's Name	Share holding at the beginning of the year	Share holding at the end of the year	% change in share holding during the year	Share holding at the beginning of the year	Share holding at the end of the year	% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares
1	Noni BioTech Pvt. Ltd.	1500400	46.89	0	1500400	46.89	0

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	1500400	46.89	1500400	46.89
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change			
	At the end of the year	1500400	46.89	1500400	46.89

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

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	KUMAR S				
	At the beginning of the year	150000	0.47	150000	0.47
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	150000	0.47	150000	0.47
2.	ANUSUYA M				
	At the beginning of the year	130000	0.41	130000	0.41
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	130000	0.41	130000	0.41
3.	STERLING INFOTECH LTD				
	At the beginning of the year	120000	0.38	120000	0.38
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	120000	0.38	120000	0.38
4.	ANDAL T				
	At the beginning of the year	115900	0.36	115900	0.36
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	115900	0.36	115900	0.36
5.	A AVAYAMBAL				
	At the beginning of the year	100000	0.31	100000	0.31
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	100000	0.31	100000	0.31



S.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	SCANET EXPORTS LTD				
	At the beginning of the year	100000	0.31	100000	0.31
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	100000	0.31	100000	0.31
7.	PRAKASH GOVIND VIBHANDIK				
	At the beginning of the year	77000	0.24	77000	0.24
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	77000	0.24	77000	0.24
8.	M MURUGAN				
	At the beginning of the year	60100	0.19	60100	0.19
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	60100	0.19	60100	0.19
9.	SRINIVASAN BALAJI				
	At the beginning of the year	59500	0.19	59500	0.19
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	59500	0.19	59500	0.19
10.	ASHA JOSE				
	At the beginning of the year	50000	0.16	50000	0.16
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	50000	0.16	50000	0.16
11.	SERAPHIM IGNATIUS				
	At the beginning of the year	50000	0.16	50000	0.16
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	50000	0.16	50000	0.16
12.	KALAVATHI C R				
	At the beginning of the year	37600	0.12	37600	0.12
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	37600	0.12	37600	0.12

E) Shareholding of Directors and Key Managerial Personnel:

S.No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Purathur Ignatius Peter				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease	No Change			
	At the end of the year	0	0	0	0



S.No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	Mrs. S. Kala				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease	No Change			
3.	Mr. T. Thanigaikumar				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease	No Change			
4.	Mr. A. Arunachalam				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease	No Change			
5.	Mr. M. Sivakumar				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease	No Change			
	At the end of the year	0	0	0	0

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

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

B. REMUNERATION TO OTHER DIRECTORS: NIL

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

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-

**Wellness Noni Limited**

L74990TN1992PLC023697

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Place : Chennai
Date : 30-05-2016

By Order of the Board
for WELLNESS NONI LIMITED

sd/-

Prof. Purathur Ignatius Peter
Chairman
(DIN 00870946)

ANNEXURE C

FORM NO. AOC -2

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

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

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

S.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s.Noni Biotech Pvt.Ltd
b)	Nature of contracts/arrangements/ transaction purchase or Supply of Finished and Semi- Finished goods, Raw Materials/Packing etc.	Sale, Purchase or Supply of Finished and Semi-Finished Goods, Raw Material/Packing etc.
c)	Duration of the contracts/arrangements/transaction	5 years (from 1-12-2015)
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs.5.00 Crores
e)	Justification for entering into such contracts or arrangements or transactions	Buying and Selling of Noni Based Cosmtic and Herbal Products
f)	Date of approval by the Board	07-08-2015
g)	Date on which the special resolution was passed in General meeting as required under section of the Companies Act, 2013.	6-11-2015



ANNEXURE D

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

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 2015-16. 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 36,11,956 during the current year as against Rs. 73,41,213 during the previous year. This generated an overall profit of Rs.79,417 for the financial year under review.

c) Industry Structure and Developments

The global Cosmetic market was 460 billion USD in 2014 and is estimated to reach 675 billion USD by 2020 growing at a rate of 6.4%. Of the cosmetic products, Skin care has the highest market share while Oral Cosmetics would be the fastest growing market during the forecasted period.

Growth by Region:

APAC leads the cosmetic industry with a market share of 35% in 2014, followed by Western Europe and North America. The high market share of Asia Pacific region is attributed to the fact that customers are relatively beauty conscious. Moreover, with the expected growth rate being highest among all regions, APAC is the region of focus for the cosmetics providers.

d) Business Overview & Outlook

The Board has satisfied the current performance of the company for the year ended 31-3-2017. During this period the company's products gained well satisfied reports from the ultimate customers.

Due to economic recession faced all over the world, the current period sales performance has decreased to some extent as compared to same period of the previous financial year. 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.

Further the company has is in the process identifying new Distributors for marketing the company's products nationwide by way of marketing the product through various channels viz. Appointment of New stockiest and creation of new Stock Point at various places of India. By virtue of this, the Company performance will be increased and considerable profit will be earned by the Company in the current financial year also.



e) Risks And Concerns

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

f) Internal Control Systems and their Adequacy :

Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the Information used for carrying on Business Operations.

Key elements of the Internal Control Systems are as follows:

- (i) Existence of Authority Manuals and periodical updating of the same for all Functions.
- (ii) Existence of clearly defined organizational structure and Authority.
- (iii) Existence of corporate policies for Financial Reporting and Accounting.
- (iv) Existence of Management information system updated from time to time as may be required.
- (v) Existence of Annual Budgets and Long Term Business Plans.
- (vi) Existence of Internal Audit System.
- (vii) Periodical review of opportunities and risk factors depending on the Global / Domestic Scenario and to undertake measures as may be necessary.

The Company has appointed an Independent Auditor to ensure compliance and effectiveness of the Internal Control Systems in place.

The Audit Committee is regularly reviewing the Internal Audit Reports for the auditing carried out in all the key areas of the operations additionally. The Audit Committee approves all the audit plans and reports for significant issues raised by the Internal and External Auditors. Regular reports on the business development, future plans and projections are given to the Board of Directors. Internal Audit Reports are regularly circulated for perusal of Senior Management for appropriate action as required.

Seeable risks of the Company's assets are adequately covered by comprehensive insurance. Risk assessments, inspections and safety audits are carried out periodically.

g) Financial and Operational Performance :

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

h) Human Resources Development and Industrial Relations :

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

Place : Chennai
Date : 30-05-2016

By Order of the Board
for WELLNESS NONI LIMITED

sd/-
Prof. Purathur Ignatius Peter
Chairman
DIN 00870946

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

Particulars of last three Annual general meetings

AGM	Year ended 31st March	Venue	Date	Time
21st	2013	"Life Success Acadamy" No. 4-Elite Plaza, Koyembedu, Chennai	05-09-2013	11.30a.m.
22nd	2014		05-09-2013	11.30a.m.
23rd	2015		05-09-2013	11.30a.m.

2. Means of Communication

2.1 Quarterly Results: Quarterly Results of the Company are published in 'Business Standard' and 'Makkal Kural' (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 & Listing Centre (the 'Listing Centre'):

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

4. SEBI Complaints Redress System (SCORES)

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

5 Annual General Meeting

Date : September ,30 2016

Time : 11.30 a.m.

Venue : Life Success Acadamy, No4, Elite Plaza,, Koyembedu ,
Chennai - 600 107

6 Financial Reporting 2016-17

Results for the quarter ending

June 30, 2016	-	By end of second week of August 2016
September 30, 2016	-	By end of second week of November 2016
December 31, 2016	-	By end of second week of February 2017
March 31, 2017	-	By end of May 2017

**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 2015 to 31st March 2015**

YEAR	Share Price		
	High	Low	Close
2015-16	28.00	24.00	24.00

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, 2016, as envisaged in Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

for WELLNESS NONI LIMITED

sd/
Prof. Purathur Ignatius Peter
Chairman
DIN 00870946



AUDITOR CERTIFICATE

To

The Members of Wellness Noni Limited, Chennai

We have examined the compliance of conditions of Corporate Governance by Wellness Noni Limited for the year ended 31st March 2016, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

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

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

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

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

Swaroop Anand & Co.,
Chartered Accountants
Registration No.04324

R.S.T. Swaroop Anand
Membership No. 028457

Place : Chennai

Date : 30th May 2016



INDEPENDENT AUDITOR'S REPORT

To the Members of Wellness Noni Ltd
Report on the Financial Statements

We have audited the accompanying financial statements of Wellness Noni Ltd ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

1. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
2. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.
3. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis for Qualified Opinion

1. One of the items of Company's Fixed Assets namely Land and Land Development is being carried at Rs.1,58,07,500/- (Rupees One Crore Fifty Eight Lakhs Seven Thousand Five Hundred Only) in the Balance Sheet as on 31st March 2016. We are unable to obtain sufficient and appropriate audit evidence about the carrying Cost of the Land and Land Development stated above in the Fixed Assets Schedule (Note 5 to Balance Sheet).
2. Further, We are not able to obtain sufficient and appropriate audit evidence about the amount of Investments (both Quoted and Unquoted) in the books of Investee Companies. Consequently, we are not able to determine whether any adjustments to the Investment Amount are necessary in the light of absence of information regarding the companies in which the Company holds investments as on Balance Sheet date, to the extent of Rs 37,78,855/- (Rupees Thirty Seven Lakhs Seventy Eight Thousand Eight Hundred and Fifty Five only) as stated in Note 6 to Balance Sheet.
3. According to the information and explanations given to us by Management, the Company carries a Loss of Rs.1,27,16,580 /- (Rupees One Crore Twenty Seven Lakhs Sixteen Thousand Five Hundred and Eighty only) as earlier year's loss under Intangible Asset in Note 5 to Balance Sheet. We understand that the Board had in an earlier year passed a Resolution to this effect to treat the said loss as Intangible Asset in the Balance Sheet.

Qualified Opinion

4. In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the Basis for Qualified Opinion Paragraph, the financial statements give the information required by the Act in manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March 2016;
 - (b) in the case of the Profit & Loss Account, of its Profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

5. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India, in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.
6. As required by section 143(3) of the Act, we further report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) Except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) the Balance Sheet, Statement of Profit & Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) Except for the possible effects of the matters described in the Basis for Qualified Opinion Paragraph, in our opinion, the financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.



- e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- f) On the basis of written representations received from the Directors as on 31st March 2016, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2016, from being appointed as a Director in terms of Section 164(2) of the Act.
- g) The Qualifications relating to the maintenance of accounts and other matters connected therewith are as stated in the basis for Qualified Opinion Paragraph above.
- h) In our opinion and to the best of our knowledge and according to the information and explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has not been an occasion in case of the Company, during the year under report, to transfer any sums to the Investor Education and Protection Fund. Hence the question of delay in transferring such sums does not arise.

Swaroop Anand & Co.,
Chartered Accountants
Registration No.04324

R.S.T. Swaroop Anand
Membership No. 028457

Place : Chennai

Date : 30th May 2016

ANNEXURE TO THE AUDITORS' REPORT

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

1. In respect of its Fixed Assets:

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



2. According to the information and explanations furnished to us,
 - a) Physical verification of its inventories has been conducted during the year by the Management. In our opinion, the frequency of the verification is reasonable.
 - b) In our opinion, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - c) In our opinion, the Company is maintaining proper records of inventories. The discrepancies noticed on physical verification of the inventories were not material in relation to the operations of the Company and the same have been properly dealt with in the books of accounts.
3. The Company has not granted any Loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Sec. 189 of the Act.
4. The Company does not have any outstanding Loans, Investments and has not given any Guarantees in contravention of Sec. 185 and 186 of Companies Act, 2013.
5. The Company has not accepted any Deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
6. To the Best of our knowledge and information provided to us, the Company is not required to maintain Cost Accounting Records under sub-section (1) of Section 148 of the Act.
7. (a) According to the information and explanations given to us and based on the records of the Company examined by us, the Company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable **Except** Sales Tax (VAT) which is payable, with the appropriate authorities in India;

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

Statute	Nature of the Dues	Period to which amount relates	Outstanding Dues
Sales Tax/VAT Laws	Sales Tax/ VAT	FY 2014-15: November 2014 to March 2015	Rs.4,68,765 /-
		FY 2015-16: April 2015 to September 2015	Rs.3,35,375 /-

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



8. As per Information and Explanations given to us, there are no Loans or borrowing due to Financial Institution, Bank, Government or dues to Debenture holders.
9. Based on our examination and information given to us, Moneys raised by way of Initial Public Offer or Further Public Offer (including debt instruments) and Term Loans were applied for the purposes for which those are raised.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
11. As per our Examination of Books of Accounts and information and explanations provided to us, No Managerial Remuneration has been paid during the Financial Year.
12. Since the Company is not a Nidhi Company, Nidhi Company Rules 2014 are not applicable to this Company.
13. As per Information and Explanations provided to us, all transactions with the Related Parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable Accounting Standards;
14. As per Information and Explanations provided to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. As per Information and Explanations provided to us, the Company has not entered into any non-cash transactions with Directors or persons connected with them.
16. In our Opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Swaroop Anand & Co.,
Chartered Accountants
Registration No.04324
R.S.T. Swaroop Anand
Membership No. 028457

Place : Chennai

Date : 30th May 2016

**WELLNESS NONI LTD****BALANCE SHEET AS AT 31 MARCH 2016**

Particulars	Notes	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
1) (1) Shareholders' funds			
(a) Share Capital	1	32,000,000	32,000,000
(b) Reserves and Surplus	2	1,427,171	1,389,303
(c) Money received against share warrants		-	-
(2) Share application money pending allotment		-	-
(3) Non-current liabilities:			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long-term provisions		-	-
(4) Current liabilities:			
(a) Short-term borrowings		-	-
(b) Trade payables		-	-
(c) Other current liabilities	3	4,786,755	4,584,521
(d) Short-term provisions	4	215,310	284,372
TOTAL		38,429,236	38,258,196
II. ASSETS			
Non-current assets			
(1) (a) Fixed assets			
(i) Tangible assets	5A	16,029,817	16,107,078
(ii) Intangible assets	5B	12,716,580	12,716,580
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	6	3,778,855	3,778,855
(c) Deferred tax assets (net)		15,135	10,657
(d) Long-term loans and advances		-	-
(e) Other non-current assets	7	200,000	200,000

**Wellness Noni Limited**

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(2) Current assets

(a) Current investments		-	-
(b) Inventories	8	3,799,037	4,305,697
(c) Trade receivables	9	921,742	-
(d) Cash and cash equivalents	10	28,907	31,911
(e) Short-term loans and advances	11	939,164	1,107,418
(f) Other current assets		-	-

See accompanying Notes to
Financial Statements

17

For Swaroop Anand & Co.,
Chartered Accountants

For and on behalf of the Board

sd/-

R.S.T. Swaroop Anand
Proprietor

sd/-

Prof. Purathur Ignatius Peter
Director
DIN 00870946

sd/-

M. Sivakumar
Director
DIN 03497863

Membership No.28457

Firm Regn No.4324

Place : Chennai

Date : 30th May 2016

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2016**

Particulars	Notes	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I Revenue from operations	13	3611953	7337223
II Other income		-	3,990.00
III Total Revenue (I + II)		3611953	7,341,213.00
IV Expenses :			
Cost of materials consumed			5,103,036.00
Purchases of Stock-in-Trade	13	1788838	-
Changes in inventories of finished goods wip & Stock	14	506660	159,815.00
Employee benefits expense	15	525067	800852
Finance costs		-	-
Depreciation and amortization expense		77261	142262
Other expenses	16	605676	635663
Total expenses		3503503	6841628
V Profit before exceptional, extraordinary items & tax (III - IV)		108450	499585
VI Exceptional items		-	-
VII Profit before extraordinary items and tax (V - VI)		108450	499585
VIII Extraordinary items		-	-
IX Profit before tax (VII- VIII)		108450	499585
X Tax expense :			
(1) Current tax		(33,511)	(154,372)
(2) Deferred tax		4,478	10,657
XI Profit (Loss) for the period from continuing operations (VII-VIII)		79417	355870
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV Profit/(Loss) for the period (XI + XIV)		79417	355870
XVI Earnings per equity share:			
(1) Basic		0.02	0.11
(2) Diluted		0.02	0.11

For Swaroop Anand & Co.,
Chartered Accountants
sd/-

R.S.T. Swaroop Anand
Proprietor

Membership No.28457
Firm Regn No.4324

For and on behalf of the Board

sd/-

Prof. Purathur Ignatius Peter
Director

DIN 00870946

sd/-

M. Sivakumar
Director

Din 03497863

Place : Chennai

Date : 30th May 2016

**CASH FLOW STATEMENT FOR THE ENDED 31/03/2016**

PARTICULARS	31.03.2016	31.03.2015
	Rs.	Rs.
I) Cash Flow from Operating Activities		
Net Profit before Income Tax	108,450	499,585
Add:Non Cash items		
Depreciation	77,261	142,262
Operating Profit before Working Capital Changes	185,711	641,846
(Increase) /Decrease in Inventories	506,660	159,815
(Increase) /Decrease in Trade Debtors	(921,742)	-
(Increase) /Decrease in Other Current Assets	168,254	61,698
Increase /(Decrease) in Other Trade Payable	-	-
Increase /(Decrease) in Other Current Liabilities	254,033	-698,999
Cash generated from Operations	192,917	164,360
Less: Income Tax Paid	195,921	(189,000)
Net Cash flow from Operating Activities	(3,004)	(24,640)
II) Cash Flow from Investing Activities		
Purchase of Fixed Assets	-	-
Sales of Fixed Assets	-	-
Loans and Advances Recovered	-	-
Dividend Received	-	-
Net Cash from Investing Activities	-	-
III) Cash Flow from Financing Activities		
Issue of Share Capital	-	-
Repayment of Loans	-	-
Payment of Long term Liabilities	-	-
Dividend paid	-	-
Net Cash from Financing Activities	-	-
Net Cash Flow from all activities (I+II+III)	(3,004)	(24,640)
Add:Cash & Cash Equivalents at beginning of year	31,911	56,551
Cash & Cash Equivalents at the end of the year	28,907	31,911
See accompanying Notes to Financial Statements	17	

For Swaroop Anand & Co.,

Chartered Accountants

sd/-

R.S.T. Swaroop Anand
ProprietorMembership No.28457
Firm Regn No.4324

For and on behalf of the Board

sd/-

Prof. Purathur Ignatius Peter
Director

DIN 00870946

sd/-

M. Sivakumar
Director

DIN 03497863

Place : Chennai

Date : 30th May 2016

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

S.No.	Particulars	Current Year	Previous Year
A.	AUTHORIZED CAPITAL 60,00,000 Equity Shares of Rs.10 each	60,000,000	60,000,000
	Total	60,000,000	60,000,000
B.	ISSUED, SUBSCRIBED & PAID UP CAPITAL 3200000 Equity Shares of Rs.10/- each, Fully paid up	32,000,000	32,000,000
	Share Premium	-	-
	Share Money Pending Allotment	-	-
		32,000,000	32,000,000

2 RESERVES & SURPLUS

S.No.	Particulars	Current Year	Previous Year
A.	Capital Reserve	-	-
B.	Securities Premium Account	-	-
C.	Revaluation Reserve	-	-
D.	Surplus (Balance in Statement of Profit & Loss)	-	-
	Balance brought forward from previous year	1,389,303	1,054,706
	Less: Carrying Value of the assets whose useful lives are over		(21,273)
	Less: Adjustment towards Provision for IT	(41,549)	
	Add: Profit/(Loss) for the period as per Profit & Loss	79,417	355,870
	Total	1,427,171	1,389,303

3 OTHER CURRENT LIABILITIES

S.No.	Particulars	Current Year	Previous Year
A.	Duties & Taxes	804,136	518,795
B.	TDS Payable	9,747	9,747
C.	Advance Received From Customer	3,972,872	4,033,580
D.	Other Expenses Payable	-	22,399
	Total	4,786,755	4,584,521

**4. SHORT TERM PROVISIONS**

S.No.	Particulars	Current Year	Previous Year
A	Audit Fees Payable	133,750	67,500
B	Salary Payable	48,049	62,500.00
C	Provision for Income Tax	33,511	154,372
	Total	215,310	284,372

6. NON-CURRENT INVESTMENTS

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

7. OTHER NON-CURRENT ASSETS

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

8. INVENTORIES

S.No.	Particulars	Current Year	Previous Year
A	Closing Inventories	3,799,037	4,305,697
	Total	3,799,037	4,305,697

9. TRADE RECEIVABLES

S.No.	Particulars	Current Year	Previous Year
A	Other Debts		
	a) Secured, Considered Good ;	-	-
	b) Unsecured, Considered Good :	921,742	-
	c) Doubtful	-	-
	Total	921,742	-

10. CASH & CASH EQUIVALANTS

S.No.	Particulars	Current Year	Previous Year
A.	Balance with Bank		
	In Current Accounts	10,503	12,967
	In Deposit Accounts with maturity period upto 3months	-	-
B.	Cheques, drafts on hand	-	-
C.	Cash on hand (as certified)	18,404	18,944
	Total	28,907	31,911

**11. SHORT-TERM LOANS AND ADVANCES**

S.No.	Particulars	Current Year	Previous Year
A	Advances to Suppliers	939,164	1,107,418
	Total	939,164	1,107,418

12. REVENUE FROM OPERATIONS

S.No.	Particulars	Current Year	Previous Year
A.	Sale of Products	3,611,953	7,337,223
B.	Sale of Services	-	-
C.	Other Income	-	3,990
	Total	3,611,953	7,341,213

13. PURCHASE OF STOCK IN TRADE:

S.No.	Particulars	Current Year	Previous Year
A.	Purchase of Stock in Trade	1,788,838	5,103,036
	Total	1,788,838	5,103,036

14. CHANGES IN INVONTORY

S.No.	Particulars	Current Year	Previous Year
A.	"Opening Stock of Stock in Trade" (As certified by the Management)"	4,305,697	4,465,512
B.	Less: "Closing Stock of Stock in Trade" (As certified by the Management)"	3,799,037	4,305,697
	Total	506,660	159,815

15. EMPLOYEE BENEFITS EXPENSE:

S.No.	Particulars	Current Year	Previous Year
A.	Staff Salaries & Incentives	524,527	738,352
B.	Staff Welfare Expenses	540	62,500
	Total	525,067	800,852

16. OTHER EXPENSES

Particulars	Current year	Previous year
Advertisement Expenses	26,400	22,260
Freight -	193,202	
Packing Materials	-	58,770

**Wellness Noni Limited**

L74990TN1992PLC023697

Particulars	Current year	Previous year
Listing Fees	227,027	112,360
Custodial Charges	-	6,741
Rent	-	60,000
Audit Fees	86,250	75,000
Bank Charges	2,464	3,344
Fines/Penalties/Interest	-	14,402
General Expenses	-	3,844
Certification Charges	20,000	47,000
Postage & Courier	-	3,411
RTA Expenses	32,422	35,329
Consultancy Charges	211,114	-
Total	605,676	635,663
Particulars	Current year	Previous year
Profit/Loss attributable to Equity Shareholders	79,417	355,870
No. of Equity Shares at the end of year	3,200,000	3,200,000
Weighted Average no.of Equity Shares outstanding	-	-
Nominal Value of Equity share	Rs 10/-	Rs 10/-
Basic Earning per share	0.02	0.11
Diluted Earning per Share	0.02	0.11

Wellness Noni Limited
No.12, Rajiv Gandhi Road,
Perungudi, Chennai - 600096.

Depreciation as per Income Tax Act

Sl.No	Particulars	%	Written Down Value as on 01/04/2014	Addition 180 days or more	Additions Less than 180 days	Deletions	Total	Depreciation for the year	W D V as on 31.03.2015
1	Land & Land Development	0%	15,807,500	-	-	-	15,807,500	-	15,807,500
2	Computers	60%	1,186	-	-	-	1,186	712	475
3	Furniture & Fixings	10%	59,929	-	-	-	59,929	5,993	53,936
4	Office Equipments	15%	29,752	-	-	-	29,752	4,463	25,289
5	Plant & Machinery	15%	174,277	-	-	-	174,277	26,142	148,136
6	Cell phone	15%	1,610	-	-	-	1,610	241	1,368
7	Computer Server	60%	42,030	-	-	-	42,030	25,218	16,812
	Total (A)		16,116,285	-	-	-	16,116,285	62,769	16,053,516



Wellness Noni Limited										
No.12, Rajiv Gandhi Road, Perungudi, Chennai - 600096.										
FY 2015-16										
5 FIXED ASSETS										
S.No.	Particulars	Gross Block		Depreciation		Net Block		(In Rs.)		
		As on 01.04.2015	As on 31.03.2016	As on 01.04.2015	Depreciation for the year	Total as on 31.03.2016	W.D.V. as on 31.03.2016	W.D.V. as on 01.04.2015		
5A Tangible Assets										
1	Land & Land Development	15,807,500	15,807,500	-	-	-	15,807,500	15,807,500		
2	Computers	66,200	66,200	62,890	-	62,890	3,310	3,310		
3	Furniture & Fittings	97,350	97,350	54,292	15,216	69,508	27,842	43,058		
4	Office Equipments	156,473	156,473	148,649	-	148,649	7,824	7,824		
5	Plant & Machinery	504,635	504,635	344,975	31,540	376,515	128,120	159,660		
6	Cell phone	6,950	6,950	6,602	-	6,602	348	348		
7	Software	150,108	150,108	64,730	30,506	95,236	54,872	85,378		
	Total (A)	16,789,216	16,789,216	682,138	77,261	759,399	16,029,817	16,107,078		
5B Intangible Assets										
8	Earlier Years Loss	12,716,580	12,716,580	-	-	-	12,716,580	12,716,580		
	Total (B)	12,716,580	12,716,580	-	-	-	12,716,580	12,716,580		
	Total	29,505,796	29,505,796	682,138	77,261	759,399	28,746,397	28,823,658		

**18. Notes to Financial Statements:**

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

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

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

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

4. Depreciation:

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

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

Statement showing computation of Deferred Tax:

Particulars	Amount Rs.
Depreciation as per Companies Act	77,261
Depreciation as per Income Tax Act	62,769
Difference	14,493
Deferred Tax Asset for FY 2015-16	4,478
Deferred Tax Asset till FY 14-15	10,657
Deferred Tax Asset as on 31.03.2016	15,135

6. Income Tax: Tax expense comprises of Current Tax and Deferred Tax. Current Tax is measured at the Amount expected to be paid to the Tax authorities. Deferred Tax Assets and Liabilities are recognized for the future consequences attributable to timing differences between



Taxable Income and Accounting Income which are capable of reversal in subsequent periods and are measures using relevant enacted tax rates.

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

Statements showing the Provisions :

Particulars	31.06.2016	31.03.2015
Audit Fee	86,250	75,000
Directors Remuneration	Nil	Nil
Provision for Contingent Liability	Nil	Nil
Inventories	37,99,037	43,05,697
Provision for Income Tax	33,511	1,54,372
Salary	48,049	62,500

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

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

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

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

Transactions with Related Parties

Sr. No	Particulars	Holding Company	
		31.03.2016	31.03.2015
1	Sale of Goods	31,24,899	73,37,223
2	Services received	38,92,205	-

11. Earnings Per Share: EPS is Calculated based on the weighted average no. of shares outstanding during the year as per Accounting Standard 20 of the Institute of Chartered Accountants of India.



Particulars	31.03.2016	31.03.2015
Profit/Loss attributable to Equity Shareholders	79,417	355,870
No. of Equity Shares at the end of year	3,200,000	3,200,000
Weighted Average no.of Equity Shares outstanding	-	-
Nominal Value of Equity share	Rs 10/-	Rs 10/-
Basic Earning per share	0.02	0.11
Diluted Earning per Share	0.02	0.11

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

S.No	Particulars	31.03.2016	31.03.2015
1	Equity Instrument - Quoted	2,778,855	2,778,855
2	Equity Instrument - Unquoted	1,000,000	1,000,000
	Total	3,778,855	3,778,855

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

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

For and on behalf of the Board of Directors

sd/-

sd/-

Prof. Purathur Ignatius Peter

M. Sivakumar

Director

Director

DIN 00870946

DIN 03497863

Place: Chennai

Date: 30th May 2016