

Saimathy S., LL.M., ACS.,
Practicing Company Secretary
No. 15, Srinivasa Street, Postal Nagar, Chrompet, Chennai - 600044
Mail ID. saimathy28@gmail.com, Ph No. 9944433219

CONSOLIDATED SCRUTINISER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 26th Annual General Meeting of Equity Shareholders of **WELLNESS NONI LIMITED** held on Saturday, 29th September 2018 at 11:30 A.M. at 30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096, Tamil Nadu

Sub: Consolidated Scrutinizer's Report on remote e-voting and physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting at the 26th Annual General Meeting of Equity Shareholders of WELLNESS NONI LIMITED held on Saturday, 29th September 2018 at 11:30 A.M. at 30, Ramappa Nagar Main Road, Perungudi,, Chennai- 600096, Tamil Nadu

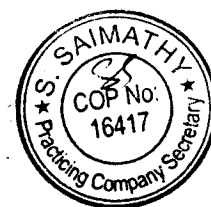
Dear Sir,

I, Saimathy, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of WELLNESS NONI LIMITED (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 26th Annual General Meeting of Equity Shareholders of **WELLNESS NONI LIMITED** held on 29th September 2018 at 11:30 A.M.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting [i.e. by remote e-voting and voting by poll by means of the ballot papers at the Annual General Meeting] for the resolutions contained in the Notice. My responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizers report of the votes cast "in favour".

The Notice dated 14th August 2018 along with Explanatory Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the 26th Annual General Meeting of the Company.

The Company had availed the remote e-voting facility provided by the Central Depository Services (India) Limited (CDSL), the agency authorized under the rules and engaged by the Company to provide e-voting facilities for voting through electronic means.



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The Company had also provided voting facility to the shareholders presents at the 26th Annual General Meeting and who had not casted their vote earlier through remote e-voting facility.

The shareholders holding equity shares as on the "Cut-off" date i.e. 22 September 2018 were entitled to vote for the resolutions proposed in the Notice of the 26th Annual General Meeting of the Company.

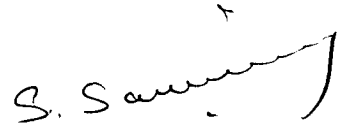
The Ballot Box which was kept for the purpose of voting through ballots was locked by me and was opened on the conclusion of the meeting in the presence of two witnesses, who were not in the employment of the company and all the ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and M/s Cameo Corporate Services Limited, the Registrar and Transfer Agents (R&TA) and by support of their staff.

The voting period for remote e-voting commenced on Wednesday, 26th September 2018 at 10.00 A.M. and ended on Friday, 28th September 2018 at 5.00 P.M. and the CDSL e-voting platform was blocked thereafter. After the conclusion of the voting at the 26th Annual General Meeting the votes cast there under were counted also the data obtained from CDSL.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

As per the requirement of the Management, I am submitting herewith a consolidated report of the remote e-voting together with that of the voting through ballot at the venue of the meeting as given in Annexure 1.

The electronic data and all other relevant records relating to the remote e-voting and ballot are under my safe custody and will be handed over to the Compliance Officer of the Company for preserving safety after the Chairman considers, approves and signs the minutes of the 26th Annual General Meeting.



Date: 1st October 2018
Place: Chennai, Tamil Nadu

SAIMATHY
(Practicing Company Secretary)
ACS 20466



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ANNEXURE 1

**CONSOLIDATED REPORT OF THE REMOTE E-VOTING TOGETHER WITH THAT OF
VOTING THROUGH BALLOT PROCESS AT THE VENUE OF THE MEETING**

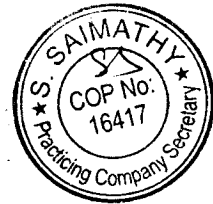
1. Adoption of Financial Statement:

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	2	1493400
Total Number of Ballot Papers Received (Physical Voting)	11	316100
Invalid Votes:		
E-Voting	-	-
Physical Voting	4	8000
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	2	1493400
No. of valid cast in favour of the Resolution (Physical Voting)	7	308100
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	-	-
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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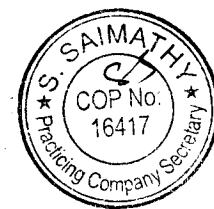
2. Ratification of appointment of Auditor of the Company

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	2	1493400
Total Number of Ballot Papers Received (Physical Voting)	11	316100
Invalid Votes:		
E-Voting	-	-
Physical Voting	4	8000
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	2	1493400
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No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	-	-
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.



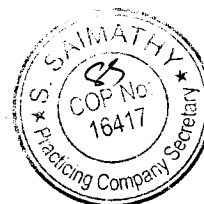
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3. Appointment of R. Rajarajan as Director

Type of Business: Special Business

Nature of Resolution: Ordinary Resolution

Particulars	No.of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	2	1493400
Total Number of Ballot Papers Received (Physical Voting)	11	316100
Invalid Votes:		
E-Voting	-	-
Physical Voting	4	8000
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	2	1493400
No. of valid cast in favour of the Resolution (Physical Voting)	7	308100
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	-	-
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	



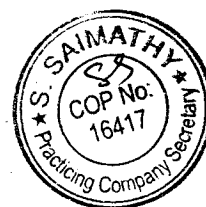
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4. Appointment of Mrs. Shreekalaivani as Director

Type of Business: Special Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	2	1493400
Total Number of Ballot Papers Received (Physical Voting)	11	316100
Invalid Votes:		
E-Voting	-	-
Physical Voting	4	8000
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	2	1493400
No. of valid cast in favour of the Resolution (Physical Voting)	7	308100
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	-	-
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	



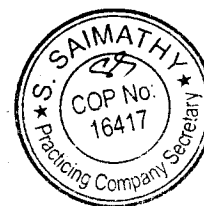
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5. Appointment of Independent Director

Type of Business: Special Business

Nature of Resolution: Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	2	1493400
Total Number of Ballot Papers Received (Physical Voting)	11	316100
Invalid Votes:		
E-Voting	-	-
Physical Voting	4	8000
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	2	1493400
No. of valid cast in favour of the Resolution (Physical Voting)	7	308100
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	-	-
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	



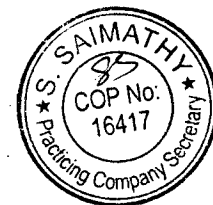
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6. APPROVAL ON MATERIAL RELATED PARTY TRANSACTIONS

Type of Business: Special Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	2	1493400
Total Number of Ballot Papers Received (Physical Voting)	11	316100
Invalid Votes:		
E-Voting	-	-
Physical Voting	4	8000
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	2	1493400
No. of valid cast in favour of the Resolution (Physical Voting)	7	308100
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	-	-
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	



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7. To appoint Mrs. S.Kala, (DIN 00871183) as Managing Director

Type of Business: Special Business

Nature of Resolution: Special Resolution

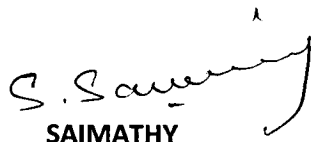
Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	2	1493400
Total Number of Ballot Papers Received (Physical Voting)	11	316100
Invalid Votes:		
E-Voting	-	-
Physical Voting	4	8000
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	2	1493400
No. of valid cast in favour of the Resolution (Physical Voting)	7	308100
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	-	-
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.

You may kindly take note of the details of voting and declare the result based on same.

Date: 1st October 2018

Place: Tamil Nadu


SAIMATHY
(Practicing Company Secretary)
ACS 20466

