



# Wellness **NONI** Limited

29<sup>th</sup> July 2020

To

The General Manager,  
Corporate Relationship Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

Dear Sir,

Re: Scrip Cod: 531211

Sub: Notice calling Extra-ordinary General Meeting

This to inform that the Extra-Ordinary General Meeting (EGM) of the Shareholders is scheduled to be held on Saturday, August 22, 2020 to consider and approve the appointment of Statutory Auditors and Independent Directors. The Notice calling the EGM is enclosed herewith for your information and records.

Thanking you,

Yours faithfully  
For Wellness Noni Limited

S. Kala  
Managing Director

**EXTRA-ORDINARY GENERAL MEETING  
OF  
WELLNESS NONI LIMITED**

**DAY : SATURDAY**

**DATE : 22<sup>ND</sup> AUGUST 2020**

**TIME : 11.30 A M**

**VENUE : Villa No 2,30, Ramappa Nagar  
Main Road, Perungudi,  
Chennai - 600 096**

**WELLNESS NONI LIMITED**

CIN : L74990TN1992PLC023697

Registered Office : Villa No 2, 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, India

Phone : 044-2496 0030 E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net

**NOTICE TO SHAREHOLDERS**

Dear Shareholder(s)

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **WELLNESS NONI LIMITED** will be held on Saturday, August 22, 2020 at 11:30 A.M. (IST) through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at Villa No 2, 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, to transact the following business:

**SPECIAL BUSINESS :**

Item No 1

**APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY :**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. A JOHN MORIS & CO., Chartered Accountants (Firm Registration No. 007220 S), No 5, Lakshmipuram Ist Street, Deivasigamani Road, (Near Music Academy), Royapettah, Chennai - 600014, be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Swaroop Anand & Co, Chartered Accountants (Registration No. 4324S/ Membership No. 28457),”

“ **RESOLVED FURTHER THAT** M/s. A JOHN MORIS & CO., Chartered Accountants, Chennai, (FRN: 007220 S) be and are hereby appointed as Statutory Auditors of the company from the date of this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.”

Item No 2

**APPOINTMENT OF MR. PERUMAL VARADHARAJ (DIN: 08713201) AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution :**

“**RESOLVED THAT**, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof , the approval of the members/shareholders of the Company be and are hereby accorded to the appointment of Mr Perumal Varadharaj (Din: 08713201) (who was appointed as an Additional Director

pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company) as an 'Independent Director'(Non-Executive) on the Board of the Company for a period of five consecutive years from 11<sup>th</sup> March 2020 as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on July 27, 2020."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No 3

**APPOINTMENT OF MS. ANTHONY SILUVAI RAJ GEORGIA SILVUS BENA (DIN: 08713886)  
AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution** :

**"RESOLVED THAT**, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof , the approval of the members/shareholders of the Company be and are hereby accorded to the appointment of Ms. Anthony Siluvai Raj Georgia Silvus Bena (DIN: 08713886) (who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company) as an 'Independent Director'(Non-Executive) on the Board of the Company for a period of five consecutive years from 11<sup>th</sup> March 2020 as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on July 27, 2020"

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: 27/07/2020

for WELLNESS NONI LIMITED



Place: Chennai

KALA SRINIVASA RAGHAVAN  
Managing Director  
DIN: 00871183

Regd office: VillaNo 2, 30, Ramappa Nagar Main Road,  
Perungudi, Chennai - 600 096, India

NOTES:

**CDSL e-Voting System – For Remote e-voting and e-voting during EGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 250 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.wellnessnoni.net](http://www.wellnessnoni.net). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the

website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at [mail@wellnessnoni.net](mailto:mail@wellnessnoni.net)
9. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the all items is annexed hereto.
10. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
11. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by CDSL.

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

- (i) The voting period begins on Wednesday, August 19, 2020 at 9 AM and ends on Friday, August 21, 2020 at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14<sup>th</sup> August 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on "Shareholders" module.
  - (v) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <WELLNESS NONI LIMITED> on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.



**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **4 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **4 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-**

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

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [mail@wellnessnoni.net](mailto:mail@wellnessnoni.net) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM (VENUE VOTING) ARE AS UNDER:-**

1. The procedure for Venue Voting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through E Voting system in the EGM.
3. Members who have voted through Remote E-Voting will be eligible to attend the EGM and participate thereat. However, they will not be eligible to vote at the EGM. In case any Member who had voted through Remote E-voting, casts his vote again at the Venue Voting, then the Votes cast at the venue voting shall be considered as Invalid.
4. Members are requested to follow the instructions, if any, provided during the currency of the EGM for Venue Voting.
5. The details of the person who may be contacted for any grievances connected with the facility for e-voting (venue voting) shall be the same person mentioned for Remote e-voting.

**OTHER INFORMATION:**

Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. 14<sup>th</sup> August 2020), shall be entitled to cast their vote either through remote e-voting or through venue voting through VC/OAVM at the EGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

B) The remote e-voting period begins on Wednesday, August 19, 2020 at 9 AM and ends on Friday, August 21, 2020 at 5 PM. The remote e-voting module shall be disabled by CDSL for voting thereafter.

C) The Members who have cast their vote by remote-evoting prior to the EGM may also attend and participate in the proceedings of the EGM through VC/OAVM but shall not be entitled to cast their votes again.

D) The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at EGM will not be considered.

(E) The Board of Directors has appointed Mr. P Muthukumaran of P Muthukumaran and Associates, (M No 44464 and COP No 20333) Practising Company Secretary, Chennai, as Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner and to submit report thereon.

F) The results declared along with the Scrutinizer" s Report shall be placed on the Company" s website at [www.wellnessnoni.net](http://www.wellnessnoni.net) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately and on the Notice Board of the Company at its registered office after the result is declared.

G) The Members holding equity shares in physical form are requested to intimate to the Registrar and Share Transfer Agents (R&STA), Cameo Corporate Services Ltd, No.1, Club House Road, Chennai - 600 002, regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.

H) Members holding shares in more than one folio in identical order of names are requested to write to Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.

I) As per the MCA General Circular 17/2020 dated April 13, 2020, the Notice of the EGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Further, updation if any, will be provided on the website of the Company at [www.wellnessnoni.net](http://www.wellnessnoni.net).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No 1 APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY**

The shareholders in their 27<sup>th</sup> Annual General Meeting had appointed M/s. Swaroop Anand & Co. Chartered Accountants Chennai as the Statutory Auditors of the Company to hold office upto the conclusion of 32<sup>nd</sup> Annual General Meeting. M/s. Swaroop Anand & Co, Statutory Auditor ((Registration No. 4324S Membership No. 28457)) have tendered their resignation on 21<sup>st</sup> December 2019 from the position of Statutory Auditor due to Non –coordination from Finance Department and Senior Management resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013 (“Act”). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting. Due to COVID-19 global pandemic, the Board of Directors could not recommend for appointment Statutory Auditor immediately upon the resignation of auditor.

Now The Board of Directors of the Company has approved M/s. A. JOHN MORIS & CO, Chartered Accountants (Firm Registration No. 007220 S), subject to the approval by the shareholders in General Meeting as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Swaroop Anand & Co.

A. JOHN MORIS & CO, Chartered Accountants (Firm Registration No. 007220 S) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, is concerned or interested in the said resolution.

**Item No 2; APPOINTMENT OF MR. PERUMAL VARADHARAJ (DIN: 08713201) AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR:**

Based on the recommendations of the Nomination and Remuneration committee, the Board of Directors of the Company had appointed Mr. Perumal Varadharaj (Din: 08713201) on 11<sup>th</sup> March 2020 as an Additional Director( designated as independent Director ) of the company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the company with effect from March 11, 2020.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent Director requires approval of members.

Mr. Perumal Varadharaj (Din: 08713201) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The company has received a declaration from Mr. Perumal Varadharaj (Din: 08713201) that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Perumal Varadharaj (Din: 08713201) fulfills the conditions for his appointment as an Independent Director as specified in the Act.

The company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Perumal Varadharaj (Din: 08713201) for the office of Director of the Company.

Brief profile of Mr. Perumal Varadharaj (Din: 08713201) and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the institute of company Secretaries of India are annexed to this statement.

A copy of draft letter of appointment of Mr. Perumal Varadharaj (Din: 08713201) setting out the terms and conditions of appointment is available for inspection at the Company’s website.

Mr. Perumal Varadharaj (Din: 08713201) is interested in the Special Resolution set out at item No. 2 with respect to his appointment. The relative(s) of Mr. Perumal Varadharaj (Din: 08713201) may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of the Notice.

The Board commends the Special Resolution set out at item No. 2 of the Notice for approval by the members.

**Item No 3; APPOINTMENT OF MR. ANTHONY SILUVAI RAJ GEORGIA SILVUS BENA (DIN: 08713886) AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR:**

Based on the recommendations of the Nomination and Remuneration committee, the Board of Directors of the Company had appointed Ms. Anthony Siluvai Raj Georgia Silvus Bena (Din: 08713886) on 11<sup>th</sup> March 2020 as an Additional Director( designated as Independent Director ) of the company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the company with effect from March 11, 2020.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent Director requires approval of members.

Ms. Anthony Siluvai Raj Georgia Silvus Bena (Din: 08713886) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The company has received a declaration from Ms. Anthony Siluvai Raj Georgia Silvus Bena (Din: 08713886) that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Ms. Anthony Siluvai Raj Georgia Silvus Bena (Din: 08713886) fulfills the conditions for her appointment as an Independent Director as specified in the Act.

The company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Anthony Siluvai Raj Georgia Silvus Bena (Din: 08713886) for the office of Director of the Company.

Brief profile of Ms. Anthony Siluvai Raj Georgia Silvus Bena (Din: 08713886) and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the institute of company Secretaries of India are annexed to this statement.

A copy of draft letter of appointment of Mr. Anthony Siluvai Raj Georgia Silvus Bena (Din: 08713886) setting out the terms and conditions of appointment is available for inspection at the Company's website.

Mr. Anthony Siluvai Raj Georgia Silvus Bena (Din: 08713886) is interested in the Special Resolution set out at item No. 3 with respect to her appointment. The relative(s) of Mr. Anthony Siluvai Raj Georgia Silvus Bena (Din: 08713886) may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

The Board commends the Special Resolution set out at item No. 3 of the Notice for approval by the members.

Date: 27/07/2020

for WELLNESS NONI LIMITED

Place: Chennai



KALA SRINIVASA RAGHAVAN  
Managing Director  
DIN: 00871183

Villa No 2, Regd office: 30, Ramappa Nagar Main Road,  
Perungudi, Chennai - 600 096, India

**Profile of Directors (seeking appointment):**

**Mr. Perumal Varadharaj**

Qualification : B.A. Economics

Year of Passing:1991

Specialization in Accounts Past Experience : 20 Years of Experience in Accountancy. Presently working with Liberty Law Associates as a Senior Accountant Mr.Varadharaj has Clear Knowledge in accounting and auditing.

He will definitely makes a difference to company growth with his knowledge and experience

**Ms.**

Ms. Anthony Siluvai Raj Georgia Silvus Bena is a qualified Commerce Graduate with extra qualification on Banking and Management. Ms. Anthony Siluvai Raj Georgia Silvus Bena has an experience in handling accounts and finance field and has completed his Master's degree in Bank Management.

She has knowledge in Banking Sector, accounting and auditing. She is not a chairman / member of any Committee of the Board.

**Other details of Directors seeking appointment**

<b>Particulars</b>	<b>Perumal Varadharaj Din: 08713201</b>	<b>Anthony Siluvai Raj Georgia Silvus Bena Din: 08713886</b>
Terms and conditions of appointment/ reappointment	Independent Director(Non-Executive) not liable to retire by rotation	Independent Director (Non-Executive) not liable to retire by rotation
Directorship in other companies	None	None
Date of first Appointment on the Board	11/03/2020	11/03/2020
No of Meetings of the Board attended during the FY 2019-20	None	None
Chairmanship/ Membership of Board committees of the other companies	None	None
Shareholding in the company	None	None
Remuneration drawn in the company for the FY 2019-20	None	None
Remuneration sought to be paid	Sitting Fee for attending the Board and committee Meetings	Sitting Fee for attending the Board and committee Meetings
Relation with any Director, Manager and other Key Managerial Personnel of the company	None	None

Date: 27/07/2020

for WELLNESS NONI LIMITED

Place: Chennai



**KALA SRINIVASA RAGHAVAN**  
Managing Director  
DIN: 00871183

Regd office: Villa No. 2, 30, Ramappa Nagar Main Road,  
Perungudi, Chennai - 600 096, India



### **Route Map and Prominent Landmark of EGM Venue and Attendance Slip.**

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members at Villa No 2, 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue.