



WELLNESS NONI LIMITED

(formerly RGN Securities and Holdings Ltd)

CIN : L74990 TN 1992 PL C023697

Annual Report 2016 - 2017

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



CORPORATE INFORMATION (AS ON 31 MARCH 2017)

BOARD OF DIRECTORS

Prof. Purathur Ignatius Peter	Director
Mrs. S. Kala	Director
Mr. Thanigaikumar	Independent Director
Mr. M. Sivakumar	Independent Director
Mr. A. Arunachalam	Independent Director
B.Ranga Rajan	Chief Financial Officer

BANKERS

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

STATUTORY AUDITORS

M/s. Swaroop Anand & co.,
Chartered Accountants,
Old No V -21, New No 14, 14th Street
V Block, Anna Nagar, Chennai - 600 040.

Secretarial Auditors

Saimathy
15, Srinivasa Street, Postal Nagar,
Chrompet, Chennai - 600 044.

REGISTERED OFFICE

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

LISTED AT

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
e-mail:rdr@cameoindia.com



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

NOTICE TO SHAREHOLDERS

Dear Shareholder(s)

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the shareholders of M/s. Wellness Noni Limited will be held on Saturday , the 30th September 2017 at 11.30 A.M at 12, Rajiv Gandhi Road, Perungudi, Chennai 600 096. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements including Balance Sheet as at March 31,2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and together with the Reports of the Board of Directors and Auditors thereon
2. To appoint a director in place of Mrs.S.Kala (DIN 00871183) Director, who retires by rotation and being eligible, offers herself, for re-appointment.
3. To appoint auditors of the company and to fix their remuneration

RESOLVED THAT pursuant to the provisions of Section- 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. SWAROOP ANAND & Co., Chartered Accountants, be and is hereby re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the ensuing Annual General Meeting, at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

Place : Chennai
Date : 14-08-2017

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 2017 to 30th September 2017 (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 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 25th 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 2016-17 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 25th 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 2016-17 is being sent in the permitted mode.
15. The Road map showing directions to reach the venue of the AGM is annexed for convenience of members.
16. Details of Directors seeking appointment / re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Name of the Director	Mrs. S. Kala
Date of Birth	13.07.1975
Qualification	MCA
Expertise in specific functional area	Marketing
Directorship held in other companies	3
Chairman / Member of Committee(s) of Board of Directors of the Company	-
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	-
Whether related with other Directors / Key Managerial Personnel	NO
Number of meetings attended During the year	4
Number of shares held in Company	Nil

17. 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 25th 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 commences on Wednesday, the 27th September, 2017 at 9 A.M. and ends on Friday, the 29th September, 2017 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 23.09.2017 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	<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">● 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	<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">● 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) 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.



- (xix) 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) Mrs. Saimathy. Practicing Company Secretary (Membership No. A20466 and C P No. 16417), 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 and shall be placed on the Company's Website and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him writing. The results shall also be immediately forwarded to the BSE Limited, where equity shares are listed.

Place : Chennai
Date : 14-08-2016

By Order of the Board
for WELLNESS NONI LIMITED

sd/-
Prof. Purathur Ignatius Peter
Chairman
DIN 00870946



DIRECTOR'S REPORT TO THE SHAREHOLDERS

To,
The Members,

Your Directors have pleasure in presenting their 25th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31st March 2017

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, 2017 (Amount in Rupees)	For the financial period ended 31st March, 2016 (Amount in Rupees)
Turn Over	78,08,892	36,11,953
Profit Before Depreciation	2,42,148	1,85,711
Depreciation	46,850	77,261
Profit / (Loss) after Depreciation	1,95,298	1,08,450
Net Profit Before Tax	1,95,298	1,08,450
Provision for Tax	64,970	33,511
Net Profit After Tax	1,31,831	79,417
Balance Carried over to Balance Sheet	1,31,831	79,417

2. Review of Operation

During the financial year under review, the Company has made a turnover of Rs. 78 08,892 from its operation as against Rs. 36,11,953 for the previous financial year. The net profit after tax for the financial year is Rs. 1,31,831 as against Rs. 79,417 for the 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 2017

4. Share Capital :

During the year, 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 lacs at the end of the financial year 2016-2017.

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 has recommended the amount of profits of Rs. 1,31,831 to be carried to General Reserves.

8. Directors Seeking for Re-Appointment

In terms of the provisions of Section 152 (6) (d) of the Companies Act, 2013 Mrs S.Kala (DIN: 00871183) director of the Company retire by rotation at this Annual General Meeting as per the provisions of the Articles of Association of Company and being eligible for Reappointment, offer herself for re-election.



The brief resume of the director proposed to be appointed and re-appointed and other relevant information have been furnished in the Notice convening the AGM. Appropriate resolution for the appointment/reappointment is being placed for approval of the members at the AGM. The board, therefore, recommends their re-appointment as Director of the Company.

9. Meetings

The Board of Directors met four times During the period April to March in the year 2016-2017 on the following dates 30.05.2016, 13-08.2016, 14.11.2016 and 14.02.2017.

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, majority of them being independent directors. It comprises the managing director and an executive director both being promoters and 3 independent directors. The board periodically evaluates the need for change in its composition and size.

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

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.

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.

The company is in the process of collecting the funds and will remitt the amount due to sales tax department at the earliest.

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.

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. M. Sivakumar a 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, the Company has appointed Mrs. S.Saimathy, Company Secretary in practice to undertake the Secretarial Audit 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 :

Secretarial Auditors observation is self explanatory and not requires giving further information.



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. Corporate Social Responsibility (CSR)

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having net worth of Rs. 500 crores or more or turnover of Rs.1000 crores or more or net profit of Rs. 5 crores or more during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

Accordingly the provisions of CSR activities under Companies Act, 2013 do not apply to your company.

Corporate Governance

Compliance with the provisions of under Regulation 27 (2) of SEBI (Listing Obligations & Disclosures Requirement) Regulation 2015 shall not apply to your company as paid up equity share capital not exceeding Rs. 10 Crores and Net worth not exceeding Rs. 25 Crores as on the last day of the previous financial year as per circular of SEBI bearing number CIR/CFD/POLICY CELL/7/2014 dated 15th September 2014.

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 2016-17, 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 2016-17 in lakhs	Remuneration paid FY 2015-16 in lakhs	Increase in remuneration from previous year in lakhs	Ratio/Times per Median of employee remuneration
1	B.Rangarajan	Chief Financial Officer	2.80 lakhs			

31. Deposits :

The company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

32. Particulars of Employees :

The company has not paid any remuneration to the directors.

During the year the company has appointed Mr.Rangarajan as Chief Financial Officer of the company and he is falling under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

33. Issue of employee stock options :

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

34. 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 : 14-08-2017

By Order of the Board
for WELLNESS NONI LIMITED

-sd-

Dr. P. I. Peter Mrs. S. Kala
Director Director



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 31st March 2017

[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
12, Rajiv Gandhi Road, Perungudi,
Chennai - 600 096

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Wellness Noni Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The list of major heads/ group of Acts, Law and Regulations as applicable to the Company as per management declaration and representation, is mentioned below. In relation to these laws we have relied on the representation made by the Company and its Officers for system and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations as applicable to the Company:
 - 1. The Sexual Harassment of Women of workplace (Prevention, prohibition and redressal) Act, 2013.
 - 2. Labour Laws:
 - i. The Employees Provident Funds and Miscellaneous Provision's Act, 1952.
 - ii. Employees' State Insurance Act, 1948
 - iii. Minimum Wages Act, 1946.
 - iv. Maternity Benefit Act, 1960
 - v. Payment of Bonus Act, 1965
 - vi. Labour Laws (Exemption from Furnishing Returns and Maintaining Registers by Certain Establishments) Act, 1988
 - vii. Child Labour (Prohibition & Regulation) Act, 1986.
 - viii. Equal Remuneration Act, 1976
 - ix. Payment of Gratuity Act, 1979.

I have also examined compliance with the applicable clauses Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- 1. Secretarial Standard in relation to circulation of minute has not been followed for Board and Committee Meeting.
- 2. Board of Directors has approved 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 at Board meeting held on 30.05.2016 and subsequently shareholders also approved at Annual General Meeting held on 30.09.2016. However till date relevant e-forms towards appointment of Managing Director has not been filed with Registrar of Companies
- 3. The Audited Financial Statements of the Company were not signed as per provisions of Section 134 of the Act and the report of directors is as per sub-section (3) (4) and (5) thereof.



4. The Company has complied the provision of section 203 (1) of the Companies act, 2013 read with Rule of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 related to appointment of Company Secretary and Chief Financial Officer as on the date of this certificate. However relevant e-forms have not been filed with Registrar of Companies.
5. Functional website not updated with all details
6. It is observed the Company's filings with the Registrar of Companies and Stock Exchange is delayed in some instances and isolated cases
7. Disclosure under Regulation 30 (1) and 30 (2) of SEBI SAST regulations 2011 for the year 31.03.2016 has not been filed with Stock Exchange.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board and Committees were unanimous and the same was captured and recorded as part of the minutes and hence no dissent is recorded in minutes.

I further report that 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, however, there is scope to improve the same.

Place: Chennai

Date: 14th August 2017

S Saimathy

ACS No. 20466

C P No.: 16417

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

ANNEXURE TO SECRETARIAL AUDIT REPORT

To

The Members,
Wellness Noni Limited
12, Rajiv Gandhi Road, Perungudi,
Chennai - 600 096

Our Secretarial Audit Report of even date is to be read along with this letter.

Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.



We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date: 14th August 2017

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

S Saimathy

ACS No. 20466

C P No.: 16417

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	U72900TN2001PTC047205	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				No. of Shares held at the end of the year				"% 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	100100	121400	221500	6.93	100000	121400	2214	6.92	NIL
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	71800	192400	264200	8.26	77100	190100	267200	8.35	+0.09



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% 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	824300	385600	1209900	37.81	821400	385600	120700	37.71	-0.09
c) Others (Hindu Undivided Families)	3800	200	4000	0.12	3800	200	4000	0.12	0.00
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B) (2):-	1000000	699600	1699600	53.11	1002300	697300	1699600	53.11	0
Total Public Shareholding (B)= (B) (1)+ (B) (2)	1000000	699600	1699600	53.11	1002300	697300	1699600	53.11	0
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2500400	699600	3200000	100	2502700	697300	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	WebFund Foundation 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.R.G NAGHESEN				
	At the beginning of the year	60100	1.88	57200	1.86
	Date wise Increase / Decrease	-	-	-	-0.02
	At the end of the year	60100	1.88	57200	1.86
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

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
2.	Mrs. S. Kala				
	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
3.	Mr. T. Thanigaikumar				
	At the beginning of the year	0	0	0	0
4.	Mr. A. Arunachalam				
	At the beginning of the year	0	0	0	0
5.	Mr. M. Sivakumar				
	At the beginning 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 :

S.No.	Name	Designation	Remuneration paid FY 2016-17 in lakhs	Remuneration paid FY 2015-16 in lakhs	Increase in remuneration from previous year in lakhs	Ratio/Times per Median of employee remuneration
1	B.Rangarajan	Chief Financial Officer	2.80 lakhs			

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	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**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)
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Place : Chennai
Date : 14-08-2017

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.	05-11-2015

**2. Details of material contracts or arrangement or transactions at arm's length basis**

S.No.	Name of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value (in Laks)	Amount paid as advances
1	Noni BioTech Pvt. Ltd	Selling Products	6	78.09 Lakhs	-

ANNEXURE D**MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

The Discussion Covers the Financial results and other developments for the year ended 31st March, 2017 in respect of Wellness Noni Ltd comprising its domestic business. Some statements in this discussion describing projections, estimates, expectations or outlook may be forward looking. Actual results may however differ materially from those stated as on account of various factors such as changes in government regulations, tax regimes, economic developments, exchange rate and interest rate movements, impact of competing products and their pricing, product demand and supply constraints within India.

a) Financial Results:

The Company achieved a turnover of Rs 7,808,892 during the current year as against of Rs. 3,611,953 the previous year. This generated an overall profit of Rs.1,31,831 for the financial year under review.

b) Industry Structure and Developments

As per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF), India has emerged as the fastest growing major economy in the world over the past five years In 2017, India's GDP grew by 7.1%, a tad lower compared to 2016. The capital formulation was lower than expected. Moreover, demonetization brought a liquidity crunch impacting demand in H2 FY17. However, India's economic fundamentals remain robust.

The country is marching towards power sufficiency across various states while phase of constructing roads is sustained at 100 km per day. These fundamentals auger well for India's future. India's burgeoning young workforce is the largest and youngest in the world. Simultaneously, this vast nation is amid a massive wave of urbanization.

It needs massive investments to create jobs, housing, and infrastructure to meet the soaring aspirations of its people. Tidal growth that lifts all boats will be the key for a prosperous future. GST will soon usher in one of the biggest regulatory reforms since independence. It is expected to improve compliance, further control inflation, improve tax revenues and create a level playing field for complaint industry players While it may lead to short term hiccups, over the medium term, it is expected to simplify the indirect tax administration and compliance; and probably pave way for progressive reduction in tax rates. India's burgeoning young workforce is the largest and youngest in tax rates.

c) Business Overview & Outlook

The Board has satisfied the current performance of the company for the year ended 31-3-2018. In this period the company's products gained well satisfied reports from the Consumers.

As the Company enters FY18, there is a backdrop of three macro factors for the Company to consider:

1. Inflation in key commodities

2. GST and

3. Monsoon

With this background, the Company is targeting 18-20% volume growth and healthy market share gains, backed by increased investment in core portfolio, aggressive new product launches, distribution expansion, judicious call on pricing and tighter cost management.



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.

d) 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 minimize its expenses through detailed studies and interaction with experts.

While GST will streamline the indirect tax compliance framework, it may also bring in short-term disruptions. The trade may down stock for some time. The initial teething issues around going live and compliances may eat up substantial managerial bandwidth.

e) 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.

f) 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 : 14.08.2017

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
22nd	2014	"Life Success Acadamy" No. 4-Elite Plaza, Koyembedu, Chennai	30-09-2014	11.30a.m.
23rd	2015		06-11-2015	11.30a.m.
24th	2016		30-09-2016	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 2017

Time : 11.30 a.m.

Venue : 12-Rajiv Gandhi Road,Perungudi,Chennai Chennai - 600 096

6. Financial Reporting 2017-18

Results for the quarter ending

June 30, 2017	-	By end of second week of August 2017
September 30, 2017	-	By end of second week of November 2017
December 31, 2017	-	By end of second week of February 2018
March 31, 2018	-	By end of May 2018



Wellness Noni Limited

L74990TN1992PLC023697

Market Information

Listing on Stock Exchanges

Listing Information:

Name & Address of the Stock Exchanges	Stock Code/Scrp Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	531211

Share Price on BSE - 1st April 2016 to 31st March 2017

YEAR	Share Price		
	High	Low	Close
2016-17	24.00	22.80	28.20

Shareholding Pattern As On March 31, 2017

Wellness Noni Limited

Distribution of Holding - NSDL & CDSL & Physical

Print Date : 24 Aug 2017

Record Date : 31 March 2017

Share or Debenture holding		Share / Debenture holders		Share Debenture amount	
Rs.	Rs.	Number	% of Total	Rs.	% of total
10 -	5000	542	80.8955	802000	2.5062
5001 -	10000	53	7.9104	466000	1.4562
10001 -	20000	18	2.6865	279000	0.8718
20001 -	30000	10	1.4925	257000	0.8031
30001 -	40000	5	0.7462	175000	0.5468
40001 -	50000	1	0.1492	44000	0.1375
50001 -	100000	10	1.4925	703000	2.1968
100001 -	And Above	31	4.6268	29274000	91.4812
Total :		670	100.0000	32000000	100.0000

Wellness Noni Limited

Distribution of Holding - NSDL & CDSL & Physical

Print Date : 24 Aug 2017

Record Date : 31 March 2017

Share or Debenture holding		Share / Debenture holders		Share Debenture holding	
Share	Share	Number	% of Total	Rs.	% of total
1 -	100	418	62.3880	41700	1.3031
101 -	500	124	18.5074	38500	1.2031
501 -	1000	53	7.9104	46600	1.4562
1001 -	2000	18	2.6865	27900	0.8718



Wellness Noni Limited

L74990TN1992PLC023697

2001 -	3000	10	1.4925	25700	0.8031
3001 -	4000	5	0.7462	17500	0.5468
4001 -	5000	1	0.1492	4400	0.1375
5001 -	10000	10	1.4925	70300	2.1968
10001 -	And Above	31	4.6268	2927400	91.4812
Total		670	100.0000	3200000	100.0000

CONTACT PERSONS FOR ENQUIRIES

Financial and Secretarial matters : Mr. B.Ranga Rajan, email: mail@wellnessnoni.net

Investors related matters

ADDRESS FOR CORRESPONDENCE

Members may address their queries/communications to :

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

CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015.

We, Prof.PI.Peter , Managing Director and Mr. B.Rangarajan , Chief Financial Officer a do hereby certify to the Board that: -

(a) We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2017 and that to the best of our knowledge and belief: -

(i) the said statements do not contain any materially untrue statements or omit any material fact, or contain statements that might be misleading;

(ii) the said statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee: -

(i) significant changes in internal control over financial reporting during the year, if any;



(ii) significant changes in accounting policies during the year if any and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Wellness Noni

Prof. P.I. Peter
Director

Date : 14.08.2017

Place: Chennai

For Wellness Noni

B. Rangarajan
Chief Financial Officer

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.

Date : 14.08.2017

Place: Chennai

By Order of the Board

for WELLNESS NONI LIMITED

-sd-

Dr. P.I. Peter
Director



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 2017, 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 2017



INDEPENDENT AUDITOR'S REPORT

To the Members of Wellness Noni Ltd, Chennai
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, 2017, 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. As brought is in our Report last year, 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 2017. 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 6 to Balance Sheet).
2. As brought is in our Report last year, 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 7 to Balance Sheet.
3. As brought is in our Report last year, 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 6 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.
4. According to the information and explanations given to us by Management, the Company has not paid VAT for the FY 2016-17 an amount of Rs.16,15,404/- (Rupees Sixteen Lakhs Fifteen Thousand Four Hundred Four Rupees Only) as stated in Note 4 to 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 2017;
- (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 2017, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2017, 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 2017

ANNEXURE - A

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

We have audited the internal financial controls over financial reporting of Falconnect Technologies Private Limited (Formerly Falconnect Logistics Private Limited) ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial

controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting:

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



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

Inherent Limitations of Internal Financial Controls over Financial Reporting:

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

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Swaroop Anand & Co.,
Chartered Accountants
Registration No.4324

Sd/-
R.S.T. Swaroop Anand
Membership No. 28457

Place: Chennai

Date: 30th May 2017



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 programmed 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.

**Wellness Noni Limited**

L74990TN1992PLC023697

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 /-
		FY 2016-17 April 2016 to March 2017	Rs.8,11,265/-

(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.4324

Sd/-
R.S.T. Swaroop Anand
Membership No. 28457

Place: Chennai

Date: 30th May 2017

**WELLNESS NONI LTD****BALANCE SHEET AS AT 31 MARCH 2017**

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	1,549,963	1,427,171
(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	3	183,009	-
(c) Other current liabilities	4	1,667,524	4,786,755
(d) Short-term provisions	5	318,595	215,310
TOTAL		35,719,090	38,429,236
II. ASSETS			
Non-current assets			
(1) (a) Fixed assets			
(i) Tangible assets	6A	15,982,966	16,029,817
(ii) Intangible assets	6B	12,716,580	12,716,580
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	7	3,778,855	3,778,855
(c) Deferred tax assets (net)		16,639	15,135
(d) Long-term loans and advances		-	-
(e) Other non-current assets	8	200,000	200,000

**CASH FLOW STATEMENT FOR THE ENDED 31/03/2017**

PARTICULARS	31.03.2017	31.03.2016
	Rs.	Rs.
I) Cash Flow from Operating Activities		108,450
Net Profit before Income Tax	195,298	
Add:Non Cash items		
Depreciation	46,850	
Operating Profit before Working Capital Changes	242,148	77,261
(Increase) /Decrease in Inventories	3,401,780	185,711
(Increase) /Decrease in Trade Debtors	(1,679,294)	506,660
(Increase) /Decrease in Other Current Assets	939,164	-921,742
Increase /(Decrease) in Other Trade Payable	183,008.57	168,254
Increase /(Decrease) in Other Current Liabilities	(3,047,405)	-
Cash generated from Operations	39,401	254,033
Less: Income Tax Paid	42,551	192,917
Net Cash flow from Operating Activities	(3,150)	195,921
II) Cash Flow from Investing Activities		-3,004
Purchase of Fixed Assets	-	
Sales of Fixed Assets	-	0
Loans and Advances Recovered		0
Dividend Received	-	
Net Cash from Investing Activities	-	0
III) Cash Flow from Financing Activities		0
Issue of Share Capital	-	
Repayment of Loans	-	0
Paryment of Long term Liabilities	-	0
Dividend paid	-	0
Net Cash from Financing Activities	-	0
Net Cash Flow from all activities (I+II+III)	(3,150)	0
Add:Cash & Cash Equivalentents at beginning of year	28,907	28,907
Cash & Cash Equivalentents at the end of the year	25,757	28,907
See accompanying Notes to Financial Statements	18	

For Swaroop Anand & Co.,

Chartered Accountants

2d/-

R.S.T. Swaroop Anand
Proprietor

Membership No.28457

Firm Regn No.4324

For and on behalf of the Board

sd/-

Director
DIN 00870946

sd/-

Director
DIN 03497863

Place : Chennai

Date : 30th May 2017

**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		
	32,00,000 Equity Shares of Rs.10/- each, Fully paid up	32,000,000	32,000,000
	Share Premium	-	-
	Share Money Pending Allotment	-	-
		32,000,000	32,000,000

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	1,427,172	1,389,303
	Less: Carrying Value of the assets whose useful lives are over		
	Less: Adjustment towards Provision for IT	(9,040)	(41,549)
	Add: Profit/(Loss) for the period as per Profit & Loss	131,831	79,417
	Total	1,549,963	1,427,171

3. TRADE PAYABLES

S.No	Particulars	Current Year	Previous Year
A.	Sundry Creditors	183,009	-

4. OTHER CURRENT LIABILITIES

S.No	Particulars	Current Year	Previous Year
A.	Duties & Taxes	1,615,404	804,136
B.	TDS Payable	17,247	9,747
C.	Advance Received From Customer	-	3,972,872
D.	Other Expenses Payable	34,873	-
	Total	1,667,524	4,786,755

**5. SHORT TERM PROVISIONS**

S.No	Particulars	Current Year	Previous Year
A	Audit Fees Payable	141,625	133,750
B	Salary Payable	112,000	48,049
C	Provision for Income Tax	64,970	33,511
	Total	318,595	215,310

7. 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

8. 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

9. INVENTORIES

S.No	Particulars	Current Year	Previous Year
A	Closing Inventories	397,257	3,799,037
	Total	397,257	3,799,037

10. TRADE RECEIVABLES

S.No	Particulars	Current Year	Previous Year
A	Other Debts		
	a) Secured, Considered Good ;	-	-
	b) Unsecured, Considered Good :	2,601,036	921,742
	c) Doubtful	-	-
	Total	2,601,036	921,742

11. CASH & CASH EQUIVALANTS

S.No	Particulars	Current Year	Previous Year
A.	Balance with Bank		
	In Current Accounts	10,503	10,503
	In Deposit Accounts with maturity period upto 3months	-	-
B.	Cheques, drafts on hand	-	-
C.	Cash on hand (as certified)	15,254	18,404
	Total	25,757	28,907

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

S.No	Particulars	Current Year	Previous Year
A	Advances to Suppliers	-	939,164
	Total	-	939,164

13. REVENUE FROM OPERATIONS

S.No	Particulars	Current year	Previous year
A.	Sale of Products	7,808,892	3,611,953
B.	Sale of Services	-	-
C.	Other Income	-	-
	Total	7,808,892	3,611,953

14. PURCHASE OF STOCK IN TRADE :

S.No	Particulars	Current year	Previous year
A.	Purchase of Stock in Trade	2,641,580	1,788,838
	Total	2,641,580	1,788,838

15. CHANGES IN INVONTORY

S.No	Particulars	Current year	Previous year
A.	"Opening Stock of Stock in Trade “(As certified by the Management)”	3,799,037	4,305,697
B.	Less: "Closing Stock of Stock in Trade" “(As certified by the Management)”	397,257	3,799,037
	Total	3,401,780	506,660

16. EMPLOYEE BENEFITS EXPENSE:

S.No	Particulars	Current year	Previous year
A.	Staff Salaries & Incentives	760,000	524,527
B.	Staff Welfare Expenses	-	540
	Total	760,000	525,067

**17. OTHER EXPENSES**

S.No	Particulars	Current Year	Previous Year
	Advertisement Expenses	18,240	26,400
	Freight	-	-
	Packing Materials	-	-
	Listing Fees	239,006	227,027
	Custodial Charges	17,175	-
	Audit Fees	86,250	86,250
	Bank Charges	-	2,464
	Fines/Penalties/Interest	-	-
	General Expenses	-	-
	Certification Charges	5,750	20,000
	Postage & Courier	-	-
	RTA Expenses	59,262	32,422
	Consultancy Charges	274,552	211,114
	Rent	60,000	-
	Office Expenses	3,150	-
	Total	763,385	605,676

S.No	Particulars	Current Year	Previous Year
	Profit/Loss attributable to Equity Shareholders	131,831	79,417
	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	0.04	0.02
	Diluted Earning per Share	0.04	0.02

WELLNESS NONI LIMITED
No.12, Rajiv Gandhi Road,
Perugudi, Chennai - 600 096.

FY 2016-17											
6 FIXED ASSETS											
S.No.	Particulars	Gross Block				Depreciation				Net Block	
		As on 01.04.2016	Additions	Deletion	As on 31.03.2017	As on 01.04.2016	Depreciation for the year	Total as on 31.03.2017	W.D.V. as on 31.03.2017	W.D.V. as on 01.04.2016	
6A Tangible Assets											
1	Land & Land Development	15,807,500	-	-	15,807,500	-	-	-	15,807,500	15,807,500	
2	Computers	3,310	-	-	3,310	62,890	-	62,890	3,310	(59,580)	
3	Furniture & Fittings	27,842	-	-	27,842	69,508	8,198	77,706	19,644	(41,666)	
4	Office Equipments	7,824	-	-	7,824	148,649	-	148,649	7,824	(140,825)	
5	Plant & Machinery	128,120	-	-	128,120	376,515	21,998	398,512	106,123	(248,394)	
6	Cell phone	348	-	-	348	6,603	-	6,603	348	(6,255)	
7	Software	54,872	-	-	54,872	95,236	16,654	111,890	38,218	(40,364)	
	Total (A)	16,029,817	-	-	16,029,817	759,400	46,850	806,251	15,982,966	15,270,416	
6B 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	28,746,397	-	-	28,746,397	759,400	46,850	806,251	28,699,546	27,986,996	



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 01/04/2016	Addition 180 days or more	Additions Less than 180 days	Deletions	Total	Depreciation for the year	W D V as on 31/03/2017
1	Land & Land Development	0%	15,807,500	-	-	-	15,807,500	-	15,807,500
2	Computers	60%	475	-	-	-	475	285	190
3	Furniture & Fittings	10%	53,936	-	-	-	53,936	5,394	48,543
4	Office Equipments	15%	25,289	-	-	-	25,289	3,793	21,496
5	Plant & Machinery	15%	148,136	-	-	-	148,136	22,220	125,915
6	Cell phone	15%	1,368	-	-	-	1,368	205	1,163
7	Computer Server	60%	16,812	-	-	-	16,812	10,087	6,725
	Total (A)		16,053,516	-	-	-	16,053,516	41,985	16,011,532

CALCULATION OF DEFERRED TAX ASSET/LIABILITY FOR THE FY 2016-17

Particulars	Amount
	Rs.
Depreciation as per Companies Act	46,850
Depreciation as per Income Tax Act	41,985
Difference	4,866
Deferred Tax Asset	1,504
Deferred Tax Asset till FY 15-16	15,135
Deferred Tax Asset for FY 16-17	16,639

Since Depreciation as per Companies Act is more than the Depreciation as per the Income Tax Act,
Deferred Tax Asset will arise.

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	46,850
Depreciation as per Income Tax Act	41,985
Difference	4,866
Deferred Tax Asset for FY 16-17	1,504
Deferred Tax Asset till FY 15-16	15,135
Deferred Tax Asset as on 31.03.2017	16,639

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 measured 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	31.06.2017	31.03.2016
Audit Fee	86,250	86,250
Directors Remuneration	Nil	Nil
Provision for Contingent Liability	Nil	Nil
Inventories	3,97,257	37,99,037
Provision for Income Tax	64,970	33,511
Salary	1,12,000	48,049

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	
		31.03.2017	31.03.2016
1	Sale of Goods	78,08,892	31,24,899
2	Services received	0	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	31.03.2017	31.03.2016
Profit/Loss attributable to Equity Shareholders	1,31,831	79,417
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	0.04	0.02
Diluted Earning per Share	0.04	0.02



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

S.No.	Particulars	31.03.2017	31.03.2016
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/-

P. I. Peter
Director

Sd/-

S. Kala
Director

Place: Chennai

Date: 30th May 2017



WELLNESS NONI LIMITED

CIN : L74990TN1992PLC023697

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

Phone : 044 -3257 6748 FAX: 044-49011149 Email : mail@wellnessnoni.net

Website :wellnessnoni.net

ATTENDANCE SLIP

25TH ANNUAL GENERAL MEETING ON FRIDAY, 30TH SEPTEMBER , 2017 AT 11.30 A.M.
at Registered Office of the Company situated at 12, Rajiv Gandhi Road, Perugudi, Chennai 600096

I/ We hereby record my/ our presence at the TWENTY FIFTH ANNUAL GENERAL MEETING of the Company at at 12-Rajiv Gandhi Road, Perugudi, Chennai 600096, on Friday, the 30TH September, 2017 at 11.30 a.m

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

NOTES :

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

Particulars for voting through Electronic means

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

EVEN (E-Voting Event Number)	User ID	Password
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Note: Please refer to the instructions printed under the Notes of the Notice of the 25th Annual General Meeting.

The e-voting period : commences on Wednesday, the 27th September, 2017 at 9 A.M. and ends on Friday, the 29th September, 2017 at 5 PM

The voting module shall be disabled by NSDL for voting thereafter



Form No. MGT-11

Proxy form

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

CIN : L74990TN1992PLC023697
 Name of the Company : WELLNESS NONI LIMITED
 Registered office : 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 25th Annual General Meeting to be held on 30th September 2017, at 11.30 A.M. at Registered office of the Company situated at "12-Rajiv Gandhi Road, Perungudi, Chennai 600 096, 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, 2017
2. Appointment of Director in the place of Mrs.S.Kala (DIN: 00871183) who retires by rotation and being eligible offers herself for re-appointment.
3. Appointment of auditors.

Signed this day of 2017

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 , 2017).



WELLNESS NONI LIMITED

(formerly RGN Securities and Holdings Ltd)

CIN : L74990 TN 1992 PL C023697

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