



WELLNESS NONI LIMITED

(formerly RGN Securities and Holdings Ltd)

CIN : L74990 TN 1992 PL C023697

Annual Report 2017 - 2018

Registered Office :

30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, India

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



CORPORATE INFORMATION (AS ON 31 MARCH 2018)

BOARD OF DIRECTORS

Mrs. S. Kala	Managing Director
Mrs. B. Shreekalaivani	Independent Director
Mr. A. Arunachalam	Independent Director
Mr. R. Rajarajan	Director
B. Ranga Rajan	Chief Financial Officer

BANKERS

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

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.

Company Secretary
Mrs. Suganya Ramamoorthy ACS

Secretarial Auditors
C. Saimathi, ACS
15, Srinivasa Street, Postal Nagar,
Chrompet, Chennai - 600 044.

REGISTERED OFFICE

30, Ramappa Nagar Main Road,
Perungudi, Chennai 600096
Phone : 044-24960030
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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NOTICE TO SHAREHOLDERS

Dear Shareholder(s)

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of M/s. Wellness Noni Limited will be held on Saturday, the 29th September 2018 at 11.30 A.M at 30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096, to transact the following business:

A. ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Statement of Profit & Loss of the Company for the year ended 31st March 2018, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

2. To appoint Auditors of the company and to fix their remuneration

To consider and if thought fit, the following resolution as an ORDINARY RESOLUTION.

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 Statutory Auditors 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 decided by the Board of Directors.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorized to file the necessary e-form with Registrar of Companies, Chennai and do all such necessary acts, deeds and things in order to give effect to this resolution.

B. SPECIAL BUSINESS

4. Appointment of Director

To consider and if thought fit, the following resolution as an ordinary Resolution.

RESOLVED THAT Mr. R. Rajarajan (DIN 0008029014), who was appointed on 30-05-2018 as an Additional director of the Company and holds office up to the date of this Annual General Meeting under Sec 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member Under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as Director the company.

5. Appointment of Director

To consider and if thought fit, the following resolution as an ordinary Resolution.

Resolved that Mrs. Shreekalaivani, (DIN 0008029031) who was appointed on 30-05-2018 as an additional director (independent director) of the Company and holds office up to the date of this Annual General Meeting under Sec 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from member proposing his candidature for the office of the Director, be and as hereby appointed Director of the Company not liable to retire by rotation.



6. Appointment of Independent Director.

To consider and if thought fit, the following resolution as a Special Resolution

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs.Shreekalaivani (holding DIN 0008029031), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to Conclusion of 2023 AGM.

7. APPROVAL ON MATERIAL RELATED PARTY TRANSACTIONS :

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made there under, consent of the members of the Company be and is hereby accorded to Material Related Party Transactions with M/s. Noni Biotech Pvt. Limited, for a period of three years from 2018 and such approval is further accorded to an increase of the amount up to 90% over and above the consolidated value of transactions in the previous financial year."

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorized to file the necessary e-form with Registrar of Companies, Chennai and do all such necessary acts, deeds and things in order to give effect to this resolution.

8. To appoint Mrs. S.Kala, (DIN 00871183) as Managing Director of the Company,

To Consider and if thought fit, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made there under (including and statutory modification(s) or re-enactment thereof and subject to the necessary approval if any, on the basis of recommendation of Nomination and Remuneration committee and approval of Board of Directors, the shareholders of the company be and is hereby accorded their approval for the appointment of Mrs. S. Kala (DIN: 00871183), as Managing Director of the Company for a period of 5 years with effect from June, 01 2018 upto May 30, 2023 and at a remuneration not exceeding of Rs. 1,00,000/- per month (including all perquisites and benefits) for a Period of 5 (five) years w.e.f. June 01 2018 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the said terms and conditions, amendments thereto as may be agreed to between the Board and Mrs.S.Kala (DIN: 00871183) or as may be varied by the Company in General Meeting."

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Mrs. S. Kala (DIN 00871183) within and in accordance with the overall limits approved by the members of the Company and subject to the limits prescribed in Schedule V to the said Companies Act, 2013 and if necessary, as may be stipulated by the Central Government.



RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mrs. S. Kala (DIN 00871183), shall be paid the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time.

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

By Order of the Board

Date : 14-08-2018

Place : Chennai

for WELLNESS NONI LIMITED

Sd/-

S. Kala

Managing Director

(DIN No. 00871183)

Notes :

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a Proxy to attend instead of himself / herself and such Proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective must be deposited at the Company's Registered Office, duly completed and signed in the format sent herewith, not less than FORTY EIGHTHOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
2. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other person or shareholder. Corporate Members intending to send their authorized representatives' to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23-09-2018 to 29-09-2018 (both days inclusive)Members are requested to bring the Annual Report for their reference at the Meeting. Admission Slip duly filled in shall be handed over at the entrance of the meeting hall.
4. Members, who hold shares in dematerialized form, are requested to quote Depository Account Number (client ID no.) for recording of attendance at the Meeting.
5. Electronic mode of the Notice of the 26th AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice along with Attendance Slip and Proxy Form is being sent in the permitted mode.



6. Members may also note that the Notice of the 26th AGM and the Annual Report for 2017-18 will be available on the Company's website www.wellnessnoni.net and. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company in Chennai for inspection during normal business hours on working days. Even after registering for e-communications, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's investor e-mail ID: mail@wellnessnoni.net.

7. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the member at the AGM. The relevant details as required by Regulation 36(3) of SEBI LODR Regulations, 2015 of persons seeking re-appointment as Director, is provided in the annexure.

8. Members whose shareholding is in the electronic mode are requested to direct change of address notification and update of Saving Bank Account details to their respective Depository Participant(s). If the shares are held in physical form are requested to register their e-mail address with the company / RTA of the company.

9. Members are requested to address all correspondence for all matters, to the Registrar and Share Transfer Agents, Cameo Corporate Services Limited, (Unit:Wellness Noni Ltd.), by writing to them at Subramanian Building, No.1, Club House Road, Anna Salai, Chennai-600 002, or by E-Mail to investor@cameoindia.com.

10. The Securities and Exchange Board of India (SEBI) had mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic format, therefore requested to submit their PAN to their Depository Participant(s). Members holding in physical form shall submit their PAN details to the Company.

11. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of SEBI LODR Regulations 2015, the company is providing a facility to its members to exercise their vote electronically through the remote e-voting facility arranged by CDSL for all items of business as set out in the notice of the AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot/poll paper will also be made available at the AGM and the members who have not already cast their votes by remote e-voting will be able to exercise their right at the AGM through voting by ballot / poll paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Notice of the 26th AGM and instructions for e-voting, along with Attendance Slip and Proxy Forms, is being sent to all members by Registered Post / Speed Post.

12. VOTING THROUGH ELECTORNIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (listing Obligations and Disclosure Requirements), Regulations 2015, the Company is providing Members facility to exercise their right to vote on resolutions proposed to be considered at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-Voting) will be provided by Central Depository Services (India) Limited (CDSL):



I. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Select "WELLNESS NONI LTD" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and Click on Login).
- (v) 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 is to be used. If you are a first time user follow the steps given in points (vi) and (vii).
- (vi) Fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form

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

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 sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) 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. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login., in case the details are not recorded with the depository and company please enter the Member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' 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.

(ix) For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.

(x) Click on the EVSN for Wellness Noni.Ltd .

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

III. You can also update your mobile number and e-mail id in the user profile details of the portfolio which may be used for sending future communication(s).

IV. The e-voting period commences on 26.09.2018 (10:00 am) and ends on 28.09.2018 (5:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 22-09-2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22-09-2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.

VI. Mrs. Saimathi, Practicing Company Secretary (COP NO -16417), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM have not cast their votes by availing the remote e-voting facility.



The scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.wellnessnoni.net 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.

The Road map showing directions to reach the venue of the AGM is annexed for convenience of members.

13. PROFILE OF Mr. R. RAJARAJAN - DIRECTOR BEING - APPOINTED

(The brief resume of the Director who is proposed to be re-appointed is given below)

Mr. R.Rajarajan is the IT Technical Software Engineer Mr. R. Rajarajan is also associated with Technical analysts in software developing and web development programming. Mr. R.Rajarajan has completed MSc(computer Science). He is not a Chairman/Member of any Committee of the Board. He does not hold any Equity shares of the Company. Mr. R.Rajarajan is not related to any of the directors of the company. None of the directors or Key Managerial Personnel (KMP) of the Company is concerned or interested, financial or otherwise in this resolution.

14. PROFILE OF Mrs. SHREEKALAIVANI - DIRECTOR BEING -APPOINTED

(The brief resume of the Director who is proposed to be re-appointed is given below)

Mrs. Shreekalaivani is from HRD and Event Mangement System. Mrs. Shreekalaivani has completed Bachelor degree in Arts. She is not a Chairman/Member of any Committee of the Board. He does not hold any Equity shares of the Company. Mrs. Shreekalaivani is not related to any of the directors of the company. None of the directors or Key Managerial Personnel (KMP) of the Company is concerned or interested, financial or otherwise in this resolution.

Explanatory Statement in respect of the Special Business

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

ITEM NO: 4

Mr. R. Rajarajan, was co-opted as an Additional Director of the Company with effect from 30th May 2018 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting. Mr. R.Rajarajan is having more than 10 years of experience in IT, Technical and Software Field, Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company. Hence this Ordinary Resolution is being placed before the members for approval. Except Mr. R. Rajarajan, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

**ITEM NO: 5**

Mrs. Mrs.Shreekalaivani, was co-opted as an Additional Director of the Company with effect from 30th May 2018 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting. Mrs.Shreekalaivani is having more than 5 years of experience in HR Department and Even Management field, considering her experience and her valuable contribution to the company, the Directors are of the opinion that her continuance as Director will be of immense benefit to the company. Hence this Ordinary Resolution is being placed before the members for approval. Except Mrs.Shreekalaivani, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

ITEM NO: 6

Mrs. Shreekalaivani, is a Non-Executive Independent Director of the company. She joined the Board of Directors of the company on 30.05.2018 Mrs. Shreekalaivani is having more than 5 years of experience in HR Department and Even Management field, considering her experience and her valuable contribution to the company, the Directors are of the opinion that her continuance as Director will be of immense benefit to the company. Hence this Ordinary Resolution is being placed before the members for approval. Except, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

ITEM NO: 7

The Companies Act, 2013 aims to ensure transparency in the transactions while dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement with the related party, the Company shall obtain prior approval of the Audit Committee and the Board of Directors and prior approval of the shareholders, if the said transactions are not, in the ordinary course of business and at arm's length price or exceeding the prescribed limits.

Your Company is listed in BSE LTD and as a matter of abundant precaution and good corporate governance, the Board of Directors have proposed to obtain approval of shareholders in this regard although the transactions entered by the Company with the Related Parties are in the ordinary course of business. All the prescribed disclosures / particulars of contracts / arrangements / transactions as required to be given under the provisions of the Companies Act, 2013 and the SEBI (LODR) are given below for kind perusal of the members:

In order to sustain quality standards of the Company, in the best interest of the Company and its shareholders, major transactions of the Company pertaining to services have been since long with M/s. Noni Biotech Pvt. Ltd . Considering the prevailing market trend these transactions will continue in the year 2018 and thereafter.

A summary of transactions carried out with Noni Bitoech Pvt.Ltd during the financial year 2018-19 are as under

Related Party	Nature of Transaction	Name of the Related Party	Transaction Value	Turn over in %	Projected RPT Proposed for Approval		
Noni Biotech Pvt. Ltd	Buy/Sale of Divine Noni Herbal Cosmetic Products	Noni Biotech Pvt. Ltd.	356.09 Lakhs	71.22%	80%	5%	5%



As majority of the company's revenue is from M/s.Noni Biotech Pvt.Ltd , we have already entered into an agreement which is renewed each year subject to change in rates or other terms and conditions, if any. The rates charged for Noni Biotech Pvt.Ltd is competitive as charged to the other clients. All transactions were at arms length price and at ordinary course of business. Related party shall not vote for the transaction.

None of the Directors, KMP or their relatives is in any way concerned in the proposed resolution except to their interest as a related party. The Board recommends ordinary resolution set out at Item No. 7 of the Notice for approval of shareholders.

Item No. 8

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

On its meeting of Nomination and Remuneration Committee held on 30.05.2016 has recommended the appointment of Mrs.S.Kala as Managing Director and payment of her remuneration for the period of 5 years with effect from 01-06-2018 to 30-05-2023. Subsequently the Board of Directors has approved the same in its meeting held on 30-05-2018 subject to the approval of shareholders pursuant to the provisions of Section 196, 197, 198, 203(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made there under (including and statutory modification(s) or re-enactment thereof and subject to the necessary approval if any.

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

None of the

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

are interested in the above said resolution except Mrs. S. Kala

c) Relevance of Resolution in any other Company:

The above resolution does not affect any other company.

Since the company has inadequate profit, the Board recommends the Special Resolutions set out at Item No. 8 for approval of Members.

Date : 14-08-2018

Place : Chennai

By Order of the Board

for **WELLNESS NONI LIMITED**

Sd/-

S. Kala

Managing Director

(DIN No. 00871183)

**WELLNESS NONI LIMITED**

CIN : L74990 TN 1992 PL C023697

Registered Office : 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, India

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

Director's Report to the Shareholders

To,
The Members,

Your Directors have pleasure in presenting their 26th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31st March 2018

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 31-03-2018 (Rs.)	For the financial period ended 31-03-2017 (Rs.)
Turn Over	3,56,99,120	78,08,892
Profit Before Depreciation	30,82,172	2,42,148
Depreciation	55,010	46,850
Profit/(Loss)after Depreciation	30,27,162	1,95,298
Net Profit Before Tax	30,27,162	1,95,298
Provision for Tax	8,12,590	64,970
Net Profit After Tax	22,19,340	1,31,831
Balance Carried over to Balance Sheet	22,19,340	1,31,831

2. Turn over & Review of Operation:

During the financial year under review, the Company has made a turnover of Rs. 3,56,99,120 from its operation as against Rs. 78 08,892 for the previous financial year. The net profit after tax for the financial year is Rs. 22,19,340 as against Rs. 1,31,831 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 2018

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 2017-2018.



5. Board Meetings and other Committee Meetings

The Board of Directors met four times during the financial year 2017 -18 on 30th May 2017, 14th August 2017, 14th November 2017 and 14th February 2018.

Audit Committee also met four times during the financial year 2017 -18 on 29th May 2017, 13th August 2017, 13th November 2017 and 11th February 2018.

6. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134 of the Companies Act, 2013, your Directors confirm having:

- a) followed in the preparation of the Annual Accounts, the applicable accounting standards with proper explanation relating to material departures if any;
- b) 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 your Company at the end of the financial year and of the profit of your Company for that period;
- c) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) prepared the Annual Accounts on a going concern basis;
- e) laid down internal financial controls to be followed by your Company and that such internal financial controls were adequate and operating effectively; and
- f) devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

7. Appointment of New Director

The Board at the meeting held on 30th May, 2018, on the recommendation of the Remuneration and nomination Committee, appointed Mr.Rajarajan and .M.Shreekalaivani, appointed as an additional Directors of the company with effect from the said date, subject to approval of members, the appointment of Mr.Rajarajan director liable to retire by rotation. Mrs. M.Shreekalaivani as a Independent e Director of your Company, NOT liable to retire by rotation, for a period of Five years from the date of the ensuing AGM.

Vacation of office

Mr. M. Sivakumar (Din -03497863) - Independent Director has not attended any of the Board Meeting during the year under review, hence would be deemed to have vacated the office of a Director as per provisions of Section 167 (b) of the Companies Act, 2013

8. Appointment of Managing Director

Prof. P.I. Peter tendered his Resignation letter from the Managing Director Post of the company and the Board at the meeting held on 30th May, 2018, has accepted his resignation letter and on the recommendation of the Remuneration and nomination Committee, Mrs.S.Kala ,Director of the company appointed as Managing Director of the Company with effect from the said date, subject to the approval of the Members.

At the said meeting, on the recommendation of the Committee, the Board also recommended for the approval of the Members, the re-appointment of Mrs. S.Kala as a Director, not liable to retire by rotation, and also as Managing Director of the Company for a period of five years with effect from 30th September, 2019.

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 / whole time directors of the Company.

9. Constitution of Audit Committee and Remuneration & Nomination Committee

- a. As per section 177 of the Companies Act 2013 read with Rule 6 of the Companies (Meetings of the Board) Rules 2014, there was no requirement for the Company to have an Audit Committee
- b. Having regard to the limits specified in Companies Act 2013, requirement of constituting Remuneration and Nomination Committee is not applicable to the Company

10. Material Changes and Commitments:

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

11. Change in the nature of business:

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

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

The Board of directors has recommended the amount of profits of Rs. 2219340 to be carried to General Reserves.

13. 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.

14. Policy on director's appointment and remuneration:

The Company's current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the board and separate its functions of governance and management. As on March 31, 2018 the Board consists of 4 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.

15. 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

16. KEY MANAGERIAL PERSONNEL**Company Secretary**

Mrs. Suganya Ramamoorthy, was appointed by the Board as Company Secretary of the Company with effect from 30th May 2015, resigned from the services of the Company with effect from close of work on 30th September 2017 and consequently ceased to be the Company Secretary with effect from 16-02-2018.

17. RELATED PARTY TRANSACTIONS

All contracts or arrangements entered into by the Company with its related parties during the financial year were in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All such contracts or arrangements were on arm's length basis and in the ordinary course of business, and have been approved by the Audit Committee.

No material contracts or arrangements with related parties were entered into during the year under review

Since the related party transactions is nearing Rs.5.00 crores as approved by the members of the company, the board has decided that in order to sustain quality standards of the Company, in the best interest of the Company and its shareholders, major transactions of the Company pertaining to services have been since long with M/s.Noni Biotech Pvt.Ltd . Considering the prevailing market trend these transactions will continue in the year 2018 and thereafter and proposes to increase the limit in excess of 90% for a period of 3 years starting year from 2018 subject to approval of members.

Accordingly, no transactions are required to be reported in Form No. AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.



18. 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.

19. 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.

20. Auditors' report :

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

Due to economic instability in the real estate market, there is a huge fluctuation in the land market value and the company has not be to determine the correct valuation for the fixed assets held by the company.

With regard to investment of the Company, the investment made by the company on the shares were listed in Madras Stock Exchange which is derecognized there is difficulty in determining listed market value of the shares and some of the Company names are identified in the dissemination board set up by the SEBI.

With regard to Intangible Assets, the said losses were prior to old Segment viz core Financial business operation carried right from the incorporation of the company till 2005 and from 1-4-2011 the Company has shifted the business operation from its core operation to Manufacturing/Marketing Segment.

With regard to the VAT payment: due, the company is in the process of re-paying the amount due to Commercial Tax Department and will be settled very soon.

21. Internal Audit & Controls:

The board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

The company has appointed Mr. K. Sivaraj, Cost Accountant, as member of Internal Audit Committee of the company, who is having adequate experience in the field of accounts and finance is performing the duties of internal auditors of the company.

22. Secretarial Audit Report

Your Board appointed Mrs.Saimathy ,Practising Company Secretaries, to conduct secretarial audit of the Company for the financial year ended 31st March, 2018. The Report of Mrs.Saimathi is provided in the Annexure forming part of this Report, pursuant to Section 204 of the Act.

23. Reply to qualification in the Secretarial Audit Report as follows:

a) Secretarial Standard: the Board has taken this issue as an important and advised the secretarial department to carry out as per the norms specified

- b) provisions of Section 134 of the Act and the report of directors is as per sub-section (3) (4) and (5):- this will be carried out in future
- c) Appointment of CFO :
The company has filed necessary documents with ROC during June 2018
- d) Functional website: Due to technical error at the portal Server, some of the details were not able to view and the company is in the process of fixing the portal server problem.
- e) Other Qualified Points: The Board has taken the decision for strict implementation of the points as specified in the Report and advised the concerned departments to carry out in time and without any lapses.

24. 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.

25. Details in respect of adequacy of internal financial controls

The board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures

26. Vigil Mechanism:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

27. Extract of Annual Return:

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.

28. Corporate Social Responsibility (CSR)

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having net worth of Rs. 500 crores or more or turnover of Rs.1000 crores or more or net profit of



Rs. 5 crores or more during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

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

29. Corporate Governance

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

30. Particulars of loans, guarantees or investments under section 186

There were no transactions in the company falling under section 186 of the Companies Act, 2013.

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

During the financial year 2017-18, the company neither acquired nor became the subsidiary or joint venture.

32. 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

33. Intimation of Pledge by Promoter Group

M/s. Noni Bitoech Pvt.Ltd - Promoter has intimated to the company vide their letter 31-07-2018 that they have pledged 995600 eq.shares of Rs.10/- of Wellness Noni Ltd

34. 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 2017-18 in lakhs	Remuneration paid FY 2016-17 in lakhs	Increase in remuneration from previous year in lakhs	Ratio/Times per Median of employee remuneration
1	B. Rangarajan	Chief Financial Officer	3.16	3.00	0.16	-

35. 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.

36. Particulars of Employees:

The company has not paid any remuneration to the directors.

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.

37. Issue of employee stock options :

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

38. Human Resources:

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

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

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

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

40. Listing with Stock Exchanges:

The Company Shares are listed at BSE Ltd .Mumbai

41. 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.

42. Risk management policy

Your Company endeavours to continually sharpen its Risk Management systems and processes in line with a rapidly changing business environment. Details on the Company's risk management framework, risk identification, risk evaluation, mitigation measures and monitoring mechanism forms part of the management's discussion and analysis section of this annual report.



43. 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.

44. 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.

45. Resignation of Directors

During the year Mr. Thanigai Kumar (DIN No. 03497772) Director of the company as resigned from the directorship on 14.11.2017.

Prop. P.I. Peter had tendered his Resignation letter from the Directorship of the company and the board has considered and accepted Prof. P.I. Peter's resignation letter at their meeting held on 21-6-2018.

46. Change of Registered office:

The Registered office of the company changed from 12-Rajiv Gandhi Road, Perungudi , Chennai 600096 to No.30,Ramappa Nagar Main Road, Perundugi, Chennai 600096 w.e.f 01-06-2018

47. Acknowledgements:

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

Date : 14-08-2018

By Order of the Board

Place : Chennai

for WELLNESS NONI LIMITED

Sd/-

Sd/-

S. Kala

A. Arunachalam

Managing Director

Director

Din No. 00871183

Din No : 03497774

**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
f	Annexure to the Directors' Report

ANNEXURE A

Form No. MR-3

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31.03.2018**

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

To

The Members,
Wellness Noni Limited
30, Ramappa Nagar Main 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 2018 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 2018 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. 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.
3. 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 However relevant e-forms have not been filed with Registrar of Companies during the year under review.
4. Mr. M. Sivakumar (DIN 03497863) - Independent Director has not attended any of the Board Meeting during the year under review, hence would be deemed to have vacated the office of a Director as per provisions of Section 167 (b) of the Companies Act, 2013.
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 31.03.2018 has not been filed with Stock Exchange.
8. The majority of the revenue of the Company is from related party transaction which as per the representation from the Company is in ordinary course of business and on arms length basis.
9. Company was not required to comply with the Corporate Governance requirement as per Regulation 15 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

I further report that

The Board of Directors of the Company is 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.

S. Saimathy
ACS No. 20466
C P No.: 16417

Place: Chennai

Date: 14th August 2018

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
30, Ramappa Nagar Main 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.

S. Saimathy
ACS No. 20466
C P No.: 16417

Place: Chennai

Date: 14th August 2018

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 the Directors' Report**

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

FORM NO. MGT 9**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2018

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	30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096 T.N. Phone : 044-24960030 Email : mail@wellnessnoni.net Website : wellnessnoni.net
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. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All Business Activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main products / services	HSN CODE
1.	Herbal hair oil Shampoo Soaps	33059011 33051090 34011190
2.	Isotone Eye Drops	30049011
3	Divine Noni Fruit Juices	20099000

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

S. No.	Name & Address of The Company	Cin/Gl	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Noni Biotech Pvt. Ltd	U72900TN2001PTC047205	Holding	46.66%	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 Bodies Corp	1500400		1500400	46.89	1493000	0	1493000	46.66	-0.23
Total shareholding of Promoter (A)	1500400		1500400	46.89	1493000	0	1493000	46.66	-0.23
B. Public Shareholding									
i) Individual shareholders	1474200		1474200	46.06	1427400		1707000	44.41	1.65
Bodies Corporate	221400		221400	6.92	275600			8.8	
HINDU UNDIVIDED FAMILIES	4000		4000	0.13	4000			0.13	
Sub-total (B)	1699600		1699600	53.11	1707000	0	1707000	53.34	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	0
Grand Total (A+B+C)	3200000	0	3200000	100	3200000	0	3200000	100	

Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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	
B) Shareholding of Promoter							
Noni Biotech Pvt.Ltd	1500400	46.89	-	1493000	46.66	-	- .23

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.):	-7400	-0.23	-7400	-0.23
	At the end of the year	1493000	46.66	1493000	46.66



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 year1-4-2017	150000	4.70	150000	4.70
	Sale during the year	1500	0.10	1500	0.10
	At the end of the Year 31-Mar-2018	148500	4.60	148500	4.60
2.	ANUSUYA .M				
	At the beginning of the year1-4-2017	130000	4.06	130000	4.06
	Sale during the year	0	-	0	-
	At the end of the Year 31-Mar-2018	130000	4.06	130000	4.06
3.	STERLING INFOTECH LTD		-		-
	At the beginning of the year1-4-2017	120000	3.75	120000	3.75
	Sale during the year	-	-	-	-
	At the end of the Year 31-Mar-2018	120000	3.75	120000	3.75
4.	ANDAL .T		-		-
	At the beginning of the year1-4-2017	115900	3.62	115900	3.62
	Sale during the year	-	-	-	-
	At the end of the Year 31-Mar-2018	115900	3.62	115900	3.62
5.	A. AVAYAMBAL		-		-
	At the beginning of the year1-4-2017	100000	3.13	100000	3.13
	Sale during the year	-	-	-	-
	At the end of the Year 31-Mar-2018	100000	3.13	100000	3.13
6.	SCANET EXPORTS LTD		-		-
	At the beginning of the year1-4-2017	100000	3.13	100000	3.13
	Sale during the year	-	-	-	-
	At the end of the Year 31-Mar-2018	100000	3.13	100000	3.13
7.	PRAKASH GOVIND VIBHANDIK				
	At the beginning of the year1-4-2017	77000	2.41	77000	2.41
	Sale during the year	-	-	-	-
	At the end of the Year 31-Mar-2018	77000	2.41	77000	2.41
8.	SRINIVASAN BALAJI				
	At the beginning of the year1-4-2017	59500	1.86	59500	1.86
	Sale during the year	-	-	-	-
	At the end of the Year 31-Mar-2018	59500	1.86	59500	1.86
9.	MANSUKH STOCK BROKERS LIMITED		-		-
	At the beginning of the year1-4-2017	55600	1.74	55600	1.74
	Sale during the year	-	-	-	-
	At the end of the Year 31-Mar-2018	55600	1.74	55600	1.74
10.	ASHA JOSE				
	At the beginning of the year1-4-2017	50000	1.56	50000	1.56
	Sale during the year	-	-	-	-
	At the end of the Year 31-Mar-2018	50000	1.56	50000	1.56

**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.	B.Rangarajan -KYC	-	-	-	-
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease	-	-	-	-
	At the end of the year	-	-	-	-

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

VI. 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 2017-18 in lakhs	Remuneration paid FY 2016-17 in lakhs	Increase in remuneration from previous year in lakhs	Ratio/Times per Median of employee remuneration
1	B. Rangarajan	Chief Financial Officer	3.16	3.00	0.16	-

VI. 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	-	-	-	-	-

Place : Chennai
Date : 14-08-2018

By Order of the Board
for WELLNESS NONI LIMITED

sd/-
S. Kala
Managing Director

**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

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

Name of the related party and nature of relationship	Nature of arrangements/ transactions/ contracts	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value (Rs. lakhs)				Amount paid as advance
			Month	Particulars	Amount	Contract	
Noni Biotech Pvt. Ltd	Buying and Selling of Divine Noni based Products Herbal/Cosmetic	5 years	JUNE 2017	SALE	2187123	1	-
			SEPT' 2017	SALE	255100	1	-
			NOV' 2017	BUY	4014500	1	-
			DEC' 2017	BUY	4650000	1	-
			JAN' 2018	BUY	8224375	2	-
			FEB' 2018	BUY	6975000	1	-
			MAR' 2018	BUY	8595719	3	-

Place : Chennai
Date : 14-08-2018

By Order of the Board
for WELLNESS NONI LIMITED

sd/-
S. Kala
Managing Director

**ANNEXURE D****MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT****a) Cautionary Statement :**

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward looking statements.

Overview

The following operating and financial review intended to convey the management's prospective on the financial and operating performance of the company as at the end of financial year 2017-18. This should be read in conjunction with the company's financial statement, the schedules and notes thereto and the other information included elsewhere in the annual Report. The company's financial statements have been prepared in compliance with the requirements of the companies act 2013, the guidelines issued by the Securities and Exchange board of India (SEBI) and the generally accepted Accounting Principles (GAAP) in India.

b) Financial Results :

The Company achieved a turnover of Rs. 3,56,99,120 during the current year as against Rs. 78,08,892 during the previous year. This generated an overall profit of Rs. 22,19,340 for the financial year under review. Industry Structure and Developments.

Beginning of 2017 had a slow start because of the effects of demonetization that made consumers restrict their consumption. There was a slow revival of consumption with the urban market being more resilient compared to rural India. Towards the middle of the year, the economic growth improved. Inflation in the country continued to be moderate during 2017-2018, Consumer Price Index was the lowest in the last six financial years.

On 1st July 2017, a unified indirect tax structure was introduced in India through the Goods and Services Tax (GST) that should positively impact the economic environment in the long term, but created short term challenges in the trade.

Considerable steps were taken by the government to bolster the food-processing sector. The Ministry of Food Processing Industries organized World Food India 2017 (WFI 2017), India's first ever platform that positions India as a preferred investment destination and manufacturing hub for the global food industry. As per the government of India data, WFI 2017 attracted an investment intent of USD 13.56 billion from domestic and foreign investors for the food processing sector. Government initiatives were rolled-out to increase the capacities in the entire supply chain of food processing.

Opportunities and Risks

Private consumption combined with ongoing structural reforms are expected to continue to boost economic activity in India. More transparent regulatory environment and evolving food laws are making India emerge as an attractive business destination, creating opportunities for investment and growth especially in the processed foods sector.

Consumers in India are fast evolving; they are young, aspirational and have higher disposable income. The young India is more health and fitness conscious. Rise in lifestyle diseases has also prompted the Indian consumers to evaluate their food habits more closely and make lifestyle changes, where required.

c) Business Overview & Outlook

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

The company has taken lot of measures to boost the sales for the current financial year and the company is expected to make good profit in future also.



During this year the company has appointed Mother Stockiest and new Distributors for marketing the company's products nationwide by way of marketing the product through various channels.

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 minimise its expenses through detailed studies and interaction with experts.

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.

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 Internal Audit System.
- (vi) 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 Company has an adequate system of internal controls to ensure that transactions are properly authorized, recorded, and reported, apart from safeguarding its assets.

The internal control system is supplemented by well-documented policies, guidelines and procedures and reviews carried out by the Company's internal audit function, which submits reports periodically to the Management and the Audit Committee of the Board.

In order to foster an improved internal control culture in the Company, wherein every employee is fully aware of all the major risk/controls faced in his / her work sphere and assumes responsibility for the controls performed therein, the Company has inter alia implemented a tool called "Controls Manager" which works on the basic concept of Control Self-Assessment. The Self-Assessments by process / control owner are also used as the basis of CEO/CFO certification as required under Regulation 17(8) of the Listing Regulations.

Your Company has a favourable work environment that motivates performance, customer focus and innovation while adhering to the highest degree of quality and integrity. As part of manpower development and training and with an aim to enhance operational efficiency, employees of the Company have been given both online and offline training and sent on postings and assignments to the other Divine Noni Group companies.

f) Financial and Operational Performance :

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

g) Human Resources Development and Industrial Relations :

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

Place : Chennai
Date : 14-08-2018

By Order of the Board
for WELLNESS NONI LIMITED

sd/-
S. Kala
Managing Director

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

Particulars of last three Annual General Meetings

AGM	Year ended 31st March	Venue	Date	Time
23rd	2015	"Life Success Academy" No. 4-Elite Plaza, Koyembedu, Chennai	06-11-2015	11.30 a.m.
24th	2016		30-09-2016	11.30 a.m.
25th	2017	12, Rajv Gandhi Road, Perungudi	30-09-2017	11.30 a.m.

2. Means of Communication

2.1 Quarterly Results: Quarterly Results of the Company are published in 'News Today' in English and 'Makkal Kural' (in Tamil edition) and are also displayed on the Company's website www.wellnessnoni.net

2.2 News Releases, Presentations etc.: Official news / Press releases are sent to the Stock Exchanges and are displayed on the Company's website www.wellnessnoni.net

3. BSE Corporate Compliance & 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 29, 2018

Time : 11.30 a.m.

Venue : 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096

6 Financial Reporting 2018-19

Results for the quarter ending

June 30, 2018	-	By end of second week of August 2018
September 30, 2018	-	By end of second week of November 2018
December 31, 2018	-	By end of second week of February 2019
March 31, 2019	-	By end of May 2019



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 2017 to 31st March 2018

YEAR	Share Price		
	High	Low	Close
2017-18	27.15	10.9	10.9

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

DISTRIBUTION OF HOLDINGS - NSDL & CDSL & PHYSICAL

Share or Debenture holding Shares	Share / Debenture holders		Share Debenture holdings	
	Number	% of Total	Shares	% of total
1 - 100	422	62.3338	42100	1.3156
101 - 500	127	18.7592	39440	1.2325
501- 1000	51	7.5332	44800	1.4000
1001- 2000	18	2.6587	26300	0.8218
2001- 3000	10	1.4771	25300	0.7906
3001- 4000	6	0.8862	21060	0.6581
4001 - 5000	1	0.1477	4400	0.1375
5001 - 10000	11	1.6248	79800	2.4937
10001- -And Above	31	4.579	2916800	91.15
Total :	677	100.0000	3200000	100



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

We, S. Kala, Managing Director and Mr. B. Rangarajan, Chief Financial Officer 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, 2018 and that to the best of our knowledge and belief:

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

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

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

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

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

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

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

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

For Wellness Noni

S. Kala
Managing Director

Date : 14.08.2018

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.

Place : Chennai

Date : 14-08-2018

By Order of the Board
for WELLNESS NONI LIMITED

sd/-

S. Kala
Managing 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 2018, 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 2018



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, 2018, 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 Indian 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 Disclaimer 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 2018. We are unable to obtain sufficient and appropriate audit evidence which is an item of materiality, about the carrying Cost of the Land and Land Development stated in the Fixed Assets Schedule (Note 6 to Balance Sheet).

2. As brought is in our Report last year, further, We are unable 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 upto FY 2016-17 an amount of Rs. 15,82,986/- (Rupees Fifteen Lakhs Eighty Two Thousand Nine Hundred Eighty Six Only) as stated in Note 4 to Balance Sheet.

Disclaimer 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 Disclaimer 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 2018;

(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 Disclaimer 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 Disclaimer 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 Disclaimer 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 2018, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2018, 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 Disclaimer 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 2018



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 Wellness Noni Limited as of March 31, 2018 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, 2018, 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.04324

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

Place : Chennai

Date : 30th May 2018



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 not maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.

(b) The Company has not programmed verification of Fixed Assets to cover all the items, which in our opinion, is not reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain Fixed Assets were physically not verified by the Management during the year. According to the information and explanations given to us, 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

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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. 7,78,846/-

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

8. As per Information and Explanations given to us, there are no Loans or borrowing due to Financial Institution, Bank, Government or dues to Debenture holders.

9. Based on our examination and information given to us, Moneys raised by way of Initial Public Offer or Further Public Offer (including debt instruments) and Term Loans were applied for the purposes for which those are raised.

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

11. As per our Examination of Books of Accounts and information and explanations provided to us, No Managerial Remuneration has been paid during the Financial Year.

12. Since the Company is not a Nidhi Company, Nidhi Company Rules 2014 are not applicable to this Company.

13. As per Information and Explanations provided to us, all transactions with the Related Parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable Accounting Standards;

14. As per Information and Explanations provided to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

15. As per Information and Explanations provided to us, the Company has not entered into any non-cash transactions with Directors or persons connected with them.

16. In our Opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

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

Place : Chennai

Date : 30th May 2018

**WELLNESS NONI LTD****BALANCE SHEET AS AT 31 MARCH 2018**

EQUITY AND LIABILITIES	Notes	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)
I. EQUITY			
Equity			
Equity Share Capital	1	32,000,000	32,000,000
Other equity:			
- Equity component of other financial instrument		-	-
- Retained earnings		-	-
- Reserves		-	-
- Reserves representing unrealised gains/ losses		-	-
- Other reserves	2	3,803,752	1,548,974
Money received against share warrants		-	-
Share application money pending allotment		-	-
Non-current liabilities:			
Financial liabilities:			
- Long term borrowings		-	-
- Other financial liabilities		-	-
Long term provisions		-	-
Deferred tax liabilities (Net)		-	-
Other non-current liabilities		-	-
Current liabilities			
Financial liabilities :			
- Short term borrowings		-	-
- Trade and other payables	3	132,999	183,009
- Other financial liabilities		-	-
Other current liabilities	4	1,596,357	1,667,524
Short-term provisions	5	1,018,840	319,585
Liabilities for current tax (net)		-	-
Liabilities associated with group(s) of assets held for disposal		-	-
TOTAL		38,551,947	35,719,091
ASSETS			
Non-current assets:			
Property, plant and equipment	6	15,927,956	15,982,966

**Wellness Noni Limited**

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Capital work-in-progress		-	-
Investment property		-	-
Goodwill		-	-
Intangible assets under development		12,716,580	12,716,580
Financial assets:			
- Non-Current investments	7	3,778,855	3,778,855
- Long-term loans and advances		-	-
Deferred tax assets (Net)		13,594	16,639
Other non-current assets	8	200,000	200,000
Current assets			
Inventories	9	3,285,031	397,257
Financial assets			
- Current investments		-	-
- Trade and other receivables	10	638,001	2,601,036
- Cash and cash equivalents	11	1,991,929	25,757
- Short term loans and advances	12	-	-
Assets for current tax (net)		-	-
Other current assets		-	-
Non-current assets classified as held for sale		-	-
TOTAL		38,551,947	35,719,091

See accompanying Notes to
Financial Statements 18

For Swaroop Anand & Co.,
Chartered Accountants

sd/-
R.S.T. Swaroop Anand
Proprietor
Membership No. 28457
Firm Regn No. 4324

For and on behalf of the Board

sd/-	sd/-	sd/-
S. Kala	A. Arunachalam	
Director	Director	
Din 00871183	Din 03497774	

Place : Chennai
Date : 30th May 2018

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018**

Particulars	Notes	For the year ended 31 March 2018 (Rs.)	For the year ended 31 March 2017 (Rs.)
I Revenue from operations	13	35,691,448	7,808,892
II Other income		7,672	-
III Total revenue		35,699,120	7,808,892
IV Expenses			
Cost of materials consumed		-	-
Purchase of stock-in-trade	14	33,458,903	2,641,580
Changes in inventories of finished goods, w-in-p and stock-in-trade	15	(2,887,774)	3,401,780
Employee benefit expense	16	890,120	760,000
Finance cost		-	-
Depreciation and amortisation expense		55,010	46,850
Other expense	17	1,155,699	763,385
Total expenses		32,671,958	7,613,595
V Profit or (Loss) before exceptional items and tax		3,027,162	195,298
VI Exceptional items		-	-
VII Profit/ (loss) before tax		3,027,162	195,298
VIII Tax expense:			
(1) Current tax		(812,590)	(65,960.00)
(2) Deferred tax		4,768	1,504.00
IX Profit/(loss) for the period from continuing operations		2,219,340	130,842
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from discounting operations (after tax)		-	-
XIII Profit/(loss) for the period		2,219,340	130,842
XIV Other comprehensive income:			
- Items that will not be reclassified to profit or loss		-	-
- Income tax relating to items that will not be reclassified to profit or loss		-	-
- Items that will be reclassified to profit or loss		-	-
- Income tax relating to items that will be reclassified to profit or loss		-	-
XV Total comprehensive income for the period (Profit/ loss + other comprehensive income)		2,219,340	130,842
XVI Earnings per equity share (for continuing operations)			
a) Basic		0.69	0.04
b) Diluted		0.69	0.04



Wellness Noni Limited

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XVII Earnings per equity share (for discontinued operations)

a) Basic	-	-
b) Diluted	-	-
Earnings per equity share (for discontinued & continuing operations)		
a) Basic	0.69	0.04
b) Diluted	0.69	0.04

See accompanying notes to the financial statements 18

As per our report of even date attached

For Swaroop Anand & Co.,

Chartered Accountants

sd/-

R.S.T. Swaroop Anand

Proprietor

Membership No. 28457

Firm Regn No. 4324

For and on behalf of the Board

sd/-

S. Kala

Director

Din 00871183

sd/-

A. Arunachalam

Director

Din 03497774

Place : Chennai

Date : 30th May 2018

**CASH FLOW STATEMENT FOR THE ENDED 31/03/2018**

PARTICULARS	31.03.2018	31.03.2017
	Rs.	Rs.
I) Cash Flow from Operating Activities		
Net Profit before Income Tax	3,027,162	195,298
Add: Non Cash items		
Depreciation	55,010	46,850
Operating Profit before Working Capital Changes	3,082,172	242,148
(Increase) /Decrease in Inventories	(2,887,774)	3,401,780
(Increase) /Decrease in Trade Debtors	1,963,035	(1,679,294)
(Increase) /Decrease in Other Current Assets	3,045	939,164
Increase /(Decrease) in Other Trade Payable	(50,010)	183,008.57
Increase /(Decrease) in Other Current Liabilities	668,294	(3,047,405)
Cash generated from Operations	2,778,762	39,401
Less: Income Tax Paid	812,590	42,551
Net Cash flow from Operating Activities	1,966,172	(3,150)
II) Cash Flow from Investing Activities		
Purchase of Fixed Assets	-	-
Sales of Fixed Assets	-	-
Loans and Advances Recovered		
Dividend Received	-	-
Net Cash from Investing Activities	-	-
III) Cash Flow from Financing Activities		
Issue of Share Capital	-	-
Repayment of Loans	-	-
Paryment of Long term Liabilities	-	-
Dividend paid	-	-
Net Cash from Financing Activities	-	-
Net Cash Flow from all activities (I+II+III)	1,966,172	(3,150)
Add: Cash & Cash Equivalents at beginning of year	25,757	28,907
Cash & Cash Equivalents at the end of the year	1,991,929	25,757

For Swaroop Anand & Co.,
Chartered Accountants

sd/-

R.S.T. Swaroop Anand
Proprietor

For and on behalf of the Board

sd/-

S. Kala
Director

Din 00871183

sd/-

A. Arunachalam
Director

Din 03497774

Membership No. 28457
Firm Regn No. 4324

Place : Chennai
Date : 30th May 2018

**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	-	-
	Total	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	1,548,973	1,427,172
	Less: Carrying Value of the assets whose useful lives are over		
	Less: Adjustment towards Provision for IT	(35,439)	(9,040)
	Add: Profit/(Loss) for the period as per Profit & Loss	2,219,340	130,842
	Total	3,803,752	1,548,974

3. TRADE PAYABLES

S.No	Particulars	Current Year	Previous Year
A.	Sundry Creditors	132,999	183,009

4. OTHER CURRENT LIABILITIES

S.No	Particulars	Current Year	Previous Year
A.	Duties & Taxes	1,582,986	1,615,404
B.	TDS Payable	-	17,247
C.	GST Payable	(18,729)	-
D.	Advance Received From Customer	-	-
E.	Other Expenses Payable	32,100	34,873
	Total	1,596,357	1,667,524

**5. SHORT TERM PROVISIONS**

S.No	Particulars	Current Year	Previous Year
A	Audit Fees Payable	86,250	141,625
B	Salary Payable	120,000	112,000
C	Provision for Income Tax	812,590	65,960
	Total	1,018,840	319,585

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	3,285,031	397,257
	Total	3,285,031	397,257

10. TRADE RECEIVABLES

S.No	Particulars	Current Year	Previous Year
A	Other Debts		
	a) Secured, Considered Good ;	-	-
	b) Unsecured, Considered Good :	638,001	2,601,036
	c) Doubtful	-	-
	Total	638,001	2,601,036

11. CASH & CASH EQUIVALANTS

S.No	Particulars	Current Year	Previous Year
A.	Balance with Bank		
	In Current Accounts	1,976,675	10,503
	In Deposit Accounts with maturity period upto 3months		-
B.	Cheques, drafts on hand		-
C.	Cash on hand (as certified)	15,254	15,254
	Total	1,991,929	25,757

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

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

13. REVENUE FROM OPERATIONS

S.No	Particulars	Current year	Previous year
A.	Sale of Products	35,691,448	7,808,892
B.	Sale of Services	-	-
C.	Other Income	-	-
	Total	35,691,448	7,808,892

14. PURCHASE OF STOCK IN TRADE :

S.No	Particulars	Current year	Previous year
A.	Purchase of Stock in Trade	33,458,903	2,641,580
	Total	33,458,903	2,641,580

15. CHANGES IN INVONTORY

S.No	Particulars	Current year	Previous year
A.	"Opening Stock of Stock in Trade" (As certified by the Management)"	397,257	3,799,037
	Less:		
B.	"Closing Stock of Stock in Trade" (As certified by the Management)"	3,285,031	397,257
	Total	(2,887,774)	3,401,780

16. EMPLOYEE BENEFITS EXPENSE:

S.No	Particulars	Current year	Previous year
A.	Staff Salaries & Incentives	752,000	760,000
B.	Staff Welfare Expenses	138,120	-
	Total	890,120	760,000

**17. OTHER EXPENSES**

S.No	Particulars	Current Year	Previous Year
	Listing Fees	287,500	239,006
	Freight	276,599	-
	Consultancy Charges	244,147	274,552
	Rent	120,000	60,000
	Audit Fees	75,000	86,250
	RTA Expenses	45,673	59,262
	Scrutizier Fess	25,900	-
	Custodial Charges	18,900	17,175
	Advertisement Expenses	18,108	18,240
	Bank Charges	18,033	-
	Office Expenses	10,500	3,150
	Meeting Expenses	7,500	-
	Travelling Expenses	4,750	-
	Rates & Taxes	1,800	-
	Late filling Fee GST	1,220	-
	Round off	69	-
	Certification Charges	-	5,750
	Total	1,155,699	763,385

S.No	Particulars	Current Year	Previous Year
	Profit/Loss attributable to Equity Shareholders	2,219,340	130,842
	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	0.69	0.04
	Diluted Earning per Share	0.69	0.04

Wellness Noni Limited 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600096.									
Depreciation as per Income Tax Act									
S.No	Particulars	%	Written Down	Addition 180	Additions Less	Deletions	Total	Depreciation	W D V as on
1	Land & Land Development	0%	15,807,500	-	-	-	15,807,500	-	15,807,500
2	Computers	60%	190	-	-	-	190	114	76
3	Furniture & Fittings	10%	48,543	-	-	-	48,543	4,854	43,688
4	Office Equipments	15%	21,496	-	-	-	21,496	3,224	18,272
5	Plant & Machinery	15%	125,915	-	-	-	125,915	18,887	107,028
6	Cell phone	15%	1,163	-	-	-	1,163	174	989
7	Computer Server	60%	6,725	-	-	-	6,725	4,035	2,690
	Total (A)		16,011,532	-	-	-	16,011,532	31,289	15,980,242

SCHEDULE:6 FIXED ASSETS											Rs.			
Asset	Date Of Purchase Of Asset	Original Cost	WDV as on 01.04.2017	Addition	Deduction	Estimated useful life as per Schedule II (in years)	Balance days of Remaining life per Asset as on 01.04.2017	Days used during the year	Balance years of Remaining life per Asset as on 01.04.2017 (in years)	Rate of Depreciation	Depreciation for the Year	Accumulated Depreciation till 01.04.2017	Accumulated Depreciation till 31.03.2018	Net Block as on 31.03.2018
Land & Land Development		15807500	15,807,500	-	-	-	-	-	0.00	0.00%	-	-	15,807,500	
Computers	10-Jan-10	66200	3,310	-	-	3	-1543	-	-4.23	63.16%	62,890	62,890	3,310	
Furniture & Fixings	10-Oct-10	97350	19,644	-	-	10	1285	365	3.52	25.89%	59,271	64,356	14,559	
Office Equipments-1	22-Oct-01	115913	5,796	-	-	5	-3815	-	-10.45	45.07%	110,117	110,117.35	5,796	
Office Equipments-2	10-Oct-10	40560	2,028	-	-	5	-540	-	-1.48	45.07%	38,532	38,532.00	2,028	
Cell phone	4-Jan-06	6950	348	-	-	3	-3010	-	-8.25	63.16%	6,602	6,602.00	348	
Software	15-Oct-14	150108	38,218	-	-	3	196	196	0.54	63.16%	95,236	125,949	7,505	
Plant & Machinery-1	10-Jan-10	189635	14,323	-	-	15	2837	365	7.77	18.10%	172,051	174,624	11,730	
Plant & Machinery-2	1-May-15	315000	91,800	-	-	15	474	365	13.08	18.10%	204,483	221,102	75,181	
TOTAL		16,789,216	15,982,967	-	-						55,010	749,162	15,927,956	

As Per IND AS 12		Amount
CALCULATION OF DEFERRED TAX ASSET / LIABILITY FOR THE FY 2017-18		Rs.
Particulars		
Opening WDV as per Companies Act		15,982,967
Opening WDV as per Income Tax Act		16,011,532
Difference		28,565
Opening Deferred Tax Asset		8,827
Closing WDV as per Companies Act		15,927,956
Closing WDV as per Income Tax Act		15,980,242
Difference		52,286
Closing Deferred Tax Asset		13,594
Deferred Tax Asset for Current year		4,768
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.
Opening WDV as per Companies Act	15,982,967
Opening WDV as per Income Tax Act	16,011,532
Difference	28,565
Opening Deferred Tax Asset	8,827
Closing WDV as per Companies Act	15,927,956
Closing WDV as per Income Tax Act	15,980,242
Difference	52,286
Closing Deferred Tax Asset	13,594
Deferred Tax Asset for Current year	4,768

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	31.03.2018	31.03.2017
Audit Fee	86,250	86,250
Directors Remuneration	-	Nil
Provision for Contingent Liability	-	Nil
Inventories	3,285,031	397,257
Provision for Income Tax	812,590	64,970
Salary	120,000	112,000

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

S.No.	Particulars	Holding Company	
		31.03.2018	31.03.2017
1.	Sale of Goods	2,187,123	7,808,892
2.	Purchase of goods	32,640,093	-

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	31.03.2018	31.03.2017
Profit/Loss attributable to Equity Shareholders	2,219,340	130,842
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	0.69	0.04
Diluted Earning per Share	0.69	0.04

**Wellness Noni Limited**

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

S.No.	Particulars	31.03.2018	31.03.2017
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.

Date : 30-05-2018

By Order of the Board

Place : Chennai

for WELLNESS NONI LIMITED

Sd/-

Sd/-

S. Kala

A. Arunachalam

Managing Director

Director

Din No. 00871183

Din No : 03497774



WELLNESS NONI LIMITED

CIN : L74990 TN 1992 PL C023697

Registered Office : 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, India

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

ATTENDANCE SLIP

Registered Folio No/DP ID.No / Client ID NO.

No.of Shares held:

I/ We hereby record my/ our presence at the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company at at 30, Ramappa Nagar Main Road, Perugudi, Chennai 600096, on Saturday, the 29th September, 2018 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/ Proxy holder 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 23rd September, 2018 at 9.00 a.m. and ends on Friday, the 28th September, 2018 at 5.00 p.m.

The voting module shall be disabled by CDSL 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 : 30, RAMAPPA NAGAR MAIN ROAD, PERUNGUDI, CHENNAI- 600096
 Name of the member(s) :
 Registered Address :
 E-mail ID :
 Folio No/Client ID :
 DP ID :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature :, or failing him

2. Name :

Address :

E-mail Id :

Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting to be held on 30th September 2018, at 11.30 A.M. at Registered office of the Company situated at "30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096", and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution	Vote (Optional. See Note 2) (Please mention No. of Shares)		
		For	Against	Abstain
1.	Adoption of Annual financial statements of the Company as on March 31, 2018			
2.	Appointment of Mrs. ShreeKalaivani as Independent Director			
3.	Appointment of Mr. Rajarajan as Independent Director			



Wellness Noni Limited

L74990TN1992PLC023697

Resolution No	Resolution	Vote (Optional. See Note 2) (Please mention No. of Shares)		
		For	Against	Abstain
4.	Appointment of auditors SPECIAL BUSINESS			
5.	Approval on material related party transaction			
6.	Appointment of Managing Director			

Signed this day of 2018

Signature of shareholder :

Signature of Proxy holder(s) :

Affix Revenue Stamp

1. The form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 Hours before the commencement of the meeting.

2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate).



Route Map

