



**WELLNESS NONI LIMITED**

CIN : L74990 TN 1992 PL C023697

# **Annual Report 2019 - 2020**

Registered Office :

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

Phone : 044-2496 0030 E-mail : [mail@wellnessnoni.net](mailto:mail@wellnessnoni.net) Visit : [www.wellnessnoni.net](http://www.wellnessnoni.net)



**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

<b>Mrs. S. Kala</b>	Managing Director
<b>Mr. Y. AshrafAli</b>	Whole Time Director
<b>Mrs. Shreekhalaivani Shanmugam</b>	Independent Director
<b>Mr. Anthony Siluvai Raj Georgia Silvus Benata</b>	Independent Director
<b>Mr. Perumal Varadharaj</b>	Independent Director

**BANKERS**

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

**STATUTORY AUDITORS**

M/s. A JOHN MORIS & CO.,  
Chartered Accountants,  
#5, Lakshmipuram 1st Street, Deivasigamani Street,  
Royapettah, Chennai - 600014.

**INTERNAL AUDITOR**

Mr. K. Prabhakaran  
Chartered Accountant  
1217, LIG-I Type, TNHB, Ayyapakkam,  
Chennai - 600 077.

**SECRETARIAL AUDITORS**

M/s. DKB & Associates  
Plot No.A/31, Ruchika Market, H.B Colony, Baramunda  
BHUBANESWAR.

**REGISTERED OFFICE**

30, Ramappa Nagar Main Road,  
Perungudi, Chennai - 600 096. 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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Phone : 044-2496 0030 E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net

### **NOTICE OF THE 28th ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of the members of WELLNESS NONI LIMITED will be held on Wednesday, December 30, 2020 at 12:Noon Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:-

#### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in the place of Shri. Yakub Ashrafali (DIN- 02520292) who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Companies (Audit and Auditors) Rules, 2014 made there under and other applicable rules, if any, under the Act and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. A JOHN MORIS & CO., Chartered Accountants (Firm Registration No. 007220 S), be and are hereby appointed as the Statutory Auditors of the Company, commencing from the conclusion of this Annual General Meeting till the conclusion of 33rd Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in connection with the audit of Accounts of the Company."

For and on behalf of the Board of Directors of  
**WELLNESS NONI LIMITED**

Date: November 30, 2020

Place: Chennai

**KALA SRINIVASA RAGHAVAN**

Managing Director

DIN: 00871183

#### **NOTES:**

1. In view of the continuing COVID-19 global pandemic, social distancing norms, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 allows conducting of Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI



(Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and also available at the Company's website [www.wellnessnoni.net](http://www.wellnessnoni.net).

2. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail on [cspmuthukumaran@gmail.com](mailto:cspmuthukumaran@gmail.com) with a copy marked to RTA- [kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com) authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company.

3. M/s. A JOHN MORIS & CO., Chartered Accountants (Firm Registration No. 007220 S), be and are hereby appointed as the Statutory Auditors of the Company, commencing from the conclusion of this Annual General Meeting till the conclusion of 33rd Annual General Meeting.

4. The Register of Members and the Share Transfer Books will remain closed from Wednesday, December 23, 2020 to Wednesday, December 30, 2020 both days inclusive for the purpose of Annual General Meeting for the financial year 2019-2020.

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM

6. The Company draws your attention to the notification issued by SEBI dated June 08, 2018 and the press release dated 3rd December 2018 amending Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the amended provisions, any request for effecting transfer of shares in physical form shall not be processed except in case of transmission or transposition of shares unless the shares are held in demat form. Hence, the Company / Registrar and Share Transfer Agent would not be in a position to accept / process the requests for transfer of shares held in physical form with effect from 01.04.2019. As such, SEBI had mandated transfer of shares in dematerialised form alone. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact either the Company or M/s Cameo Corporate Services Ltd, No.1, Club House Road, Chennai - 600002, for assistance in this regard.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic



form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Ltd.

8. Members holding shares in Dematerialized form are requested to intimate any changes pertaining to their Bank details change of address / name etc., to their respective Depository Participant. Kindly quote Client ID and DPID numbers in all your correspondences. Members who hold shares in physical form are requested to notify any change in their particulars like changes in address, bank particulars etc., to the Company's Registrar and Share Transfer Agents (RTA) viz., M/s Cameo Corporate Services Ltd, No.1, Club House Road, Chennai - 600002 quote the ledger folio number in all your correspondences.

9. Members are requested to address all correspondence to the Company's Registrar and Share Transfer Agents (RTA) viz., M/s Cameo Corporate Services Ltd, No.1, Club House Road, Chennai - 600002, Tamil Nadu, India or to the Company at its Registered Office at 30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, India.

10. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and the Rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participants (DPs) for availing this facility.

11. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Notice calling the AGM along with the Annual Report for the financial year 2019-2020 is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes.

12. In line with the MCA circulars the Notice convening 28th AGM ('the Notice') is available on the Company's website on [www.wellnessnoni.net](http://www.wellnessnoni.net) and Annual Report of the Company for financial year 2019-2020 is available on Company's website [www.wellnessnoni.net](http://www.wellnessnoni.net). The notice and Annual Report of the Company is also hosted on the website of stock exchanges where a shares of the Company is listed i.e. BSE Limited (<https://www.bseindia.com>) and also on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the AGM) i.e.[www.evotingindia.com](http://www.evotingindia.com).

13. The Company has appointed Central Depository Services (India) Limited ("CDSL") to provide facility for voting through remote e-Voting, for participation in the 28th AGM through VC/OAVM Facility and e-Voting during 28th AGM

14. Attendance of the members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

15. Facility of joining the AGM through VC / OAVM shall be open before Fifteen (15) minutes of the time scheduled for the AGM and will be kept open till the expiry of Fifteen (15) minutes after such scheduled time of commencement of meeting as stated in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee. Nomination



and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. are allowed to attend the meeting without restriction on account of first-come first-served basis

16. The Members are requested to note that the Company has arranged Video Conferencing Facility (VC) for the proceedings of the AGM through Cisco Webex platform. Members may use this facility by using the same login credentials as provided for remote e-Voting. Members on the day of the AGM will login through their user ID and password on e-Voting website of CDSL. The link/tab will be available in Member login where the EVEN of the Company will be displayed.

17. The Board of Directors has appointed P Muthukumaran, Practising Company Secretary of M/s. P Muthukumaran and Associates (Membership No. 44464, CP No. 20333) having address at No. 16/58, 1st Floor, 4th Cross Street, Ganga Nagar, Kodambakkam, Chennai - 600 024 as a Scrutinizer to scrutinize the remote e-voting and the e-voting at AGM in a fair and transparent manner.

18. The scrutinizer shall, immediately after the conclusion of the e- voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e- voting and make, submit not later than 48 hours from conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorized by the Chairman of the AGM, who shall countersign the same.

19. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.wellnessnoni.net](http://www.wellnessnoni.net) and on [www.evotingindia.com](http://www.evotingindia.com). Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and will also be posted on the website of Company. It shall also be communicated to stock exchanges, where the Company's shares are listed.

20. The Register of Director's and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013. The Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by Members in electronic mode upto the date of the 28th Annual General Meeting of the Company.

21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice

22. Pursuant to Section 124 of the Companies Act, 2013, the amounts, which remain unpaid or unclaimed for a period of seven years, shall be transferred to the Investor Education and Protection Fund established under Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001. As per Section 124 (6) of the Companies Act, 2013 ("Act"), all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF. The shareholder are entitled to claim the shares and the dividend transferred to IEPF in accordance with such procedure and on submission of such documents as prescribed in the Act.

23. 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing a facility to its members to exercise their votes 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. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorised evoting's agency. The facility of casting votes by a Member using remote e-voting, as well as the e-voting system on the date of the AGM, will be provided by CDSL.

24. The Notice of the 28th AGM and instructions for e-voting is being sent to all members by e-mail.

25. The Companies Act, 2013 has recognized serving of documents to Members through Electronic mode. In terms of circular no. NSDL/CIR/II/10/2012 dated March 9, 2012, issued by NSDL, e-mail addresses made available by the Depository accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 101 and 136 of the Companies Act, 2013, read with Section 20 of the Act and the rules related to transmission of documents through electronic mode.

26. Members desiring any information as regards the financial statements are requested to write to the Company at least seven days before the date of this AGM.

CALENDAR-AGM		
S.NO.	PARTICULARS	DATE
1.	Cut-off Date For Eligibility of Voting for the AGM	Wednesday, December 23, 2020
2.	Book Closure Dates	From Wednesday, December 23, 2020 to Wednesday, December 30, 2020 (both days inclusive)
3.	Remote E-Voting Period	From 9.00 A.M on Saturday, December 26, 2020 till 5.00 P.M. on Tuesday, December 29, 2020
4.	Date & Time of AGM	Wednesday, December 30, 2020 at 12:00 Noon

#### **Instructions for e-voting**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended the Company is pleased to offer remote e-voting facility to its Members, in respect of the business to be transacted at the AGM as set forth in the Notice convening the 28th Annual General Meeting to be held on Wednesday, December 30, 2020 through CDSL. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM through VC or OAVM will be provided by CDSL

The e-voting facility is available at the link <https://www.evotingindia.com>

Please read the instructions printed below before exercising your vote.



These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Wednesday , December 30, 2020.

**General Instructions:**

1. The remote e-voting period commences at 9.00 A.M. on Saturday, December 26, 2020 and ends at 05.00 P.M on Tuesday, December 29, 2020. During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of December 23, 2020 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the December 23, 2020 cut-off date (and who have not cast their vote electronically during currency of remote e-voting) may only cast their vote at the Annual General Meeting.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
4. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the Cut Off date i.e. December 23, 2020 may obtain the login ID and password by sending a request in writing at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
5. 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 (December 23,2020) only shall be entitled to avail the facility of remote e-voting/voting at the AGM. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
6. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days 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.
7. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on December 23, 2020. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.wellnessnoni.net/](http://www.wellnessnoni.net/) and on the website of the CDSL within two days of the passing of the resolutions at the 28th Annual General Meeting of the Company and communicated to BSE Limited.
8. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 28th Annual General Meeting.



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

1	<p>The voting period begins on Saturday, December 26, 2020 at 9 AM and ends on Tuesday, December 29, 2020 at 5 PM. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date December 23, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.</p> <p>Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue</p> <p>Open the internet browser and type the following URL- URL: <a href="https://www.evotingindia.com">https://www.evotingindia.com</a></p>
2	Click on "Shareholders/Members" module to cast your votes
3	<p>Now enter your User ID</p> <p>For members holding shares in demat form</p> <p>a) For CDSL: 16 digits beneficiary ID</p> <p>b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID</p> <p>For members holding shares in Physical form</p> <p>c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company</p> <p>OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> from Login - Myeasiusingyourlogin credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.</p>
4	Next enter the Image Verification (Captcha Code) as displayed and Click on Login
5	If you are holding shares in demat form and had logged on to <a href="https://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier e-voting of any company, then your existing password is to be used.
6	<p>If you are a first time user follow the steps given below:</p> <p>For Shareholders holding shares in Demat Form and Physical Form PAN:</p> <p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders, as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in the e-mail communication in the PAN field sent by Company / RTA or contact Company / RTA</p> <p>Dividend Bank Details OR Date of Birth (DOB): Enter the Dividend Bank Details or Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or folio in dd/ mm/yyyy format in order to login.</p> <p>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.</p>



7	After entering these details appropriately, click on "SUBMIT" tab.
8	Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9	For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
10	Click on the EVSN for the Wellness Noni Limited on which you choose to vote
11	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
12	Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
13	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
14	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
15	You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
16	If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17	Shareholders can also cast their vote using CDSL's mobile app "mVoting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
18	<p>Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves in the "Corporates" module.</p> <p>(a) A scanned copy of the Registration Form bearing the stamp and signature of the entity should be e-mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</p> <p>After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which</p>