



Wellness **NONI** Limited

MINUTES OF THE 03/2020-21 MEETING OF THE BOARD OF DIRECTORS OF WELLNESS NONI LIMITED HELD ON SATURDAY THE FOURTEENTH DAY OF NOVEMBER TWO THOUSAND TWENTY (14-11-2020) AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT VILLA NO.2, NO.30, RAMAPPA NAGAR MAIN ROAD, PERUNGUDI, CHENNAI - 600096 AT 11:00 AM

Directors:

1. Ms. Kala Srinivasa Raghavan, Managing Director
2. Mr. Yakub Ashrafali, Wholetime Director
3. Ms. Shreekhalaivani Shanmugam, Director
4. Mr. Anthony Siluvai Raj Georgia Silvus Benata, Director
5. Mr. Perumal Varadharaj, Director

Chairman

Ms. Kala Srinivasa Raghavan was elected as the Chairwoman of the Meeting. She took the Chair and commenced proceedings of the meeting.

Quorum

The Chairwoman ascertained the presence of a valid quorum and called the meeting to order.

Leave of Absence:

All the Directors were present.

1. Noting of Board Minutes:

The minutes of the previous meeting of the Board of directors of the Company held on 08-09-2020 as placed before the board was noted. In this connection the following resolution was passed unanimously.

“RESOLVED THAT the minutes of the previous meeting of the Board of Directors of the Company held on 08-09-2020 as placed before the Board be and is hereby noted.”



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2. Approve Un-Audited Financial Accounts of the Company for the Quarter ended 30.09.2020:

The Chairman placed before the Board a Statement of Unaudited Financial Results (provisional) for the quarter ended on September 30, 2020, to be published in the newspapers and to be submitted to the Stock Exchange and stated that members of the Audit Committee have reviewed in detail the said results and have recommended the same to the directors for their approval. The Auditors of the Company have carried out a Limited Review of the said results. After discussion, the following resolutions were passed.

“RESOLVED THAT the Unaudited Financial Results (provisional) for the quarter ended 30th September, 2020 as placed before the meeting hereby approved and taken on record.”

“RESOLVED FURTHER THAT Mrs. Kala Srinivasa Raghavan, Managing Director of the Company be and is hereby authorised to sign and furnish the same to the Stock Exchanges where the shares of the Company are listed and to publish the same in the newspapers under the listing agreement.

“RESOLVED FURTHER THAT the limited review report of Auditors be submitted to the Stock Exchanges where the shares of the Company are listed.

3. Approve Un-Audited Financial Accounts of the Company for the Quarter ended 31.03.2020.:

The Chairman placed before the Board a Statement of Unaudited Financial Results (provisional) for the quarter ended on March 30, 2020, to be published in the newspapers and to be submitted to the Stock Exchange and stated that members of the Audit Committee have reviewed in detail the said results and have recommended the same to the directors for their approval. The Auditors of the Company have carried out a Limited Review of the said results. After discussion, the following resolutions were passed.

“RESOLVED THAT the Unaudited Financial Results (provisional) for the quarter ended 30th March, 2020 as placed before the meeting hereby approved and taken on record.”

“RESOLVED FURTHER THAT Mrs. Kala Srinivasa Raghavan, Managing Director of the Company be and is hereby authorised to sign and furnish the same to the Stock Exchanges where the shares of the Company are listed and to publish the same in the newspapers under the listing agreement.

“RESOLVED FURTHER THAT the limited review report of Auditors be submitted to the Stock Exchanges where the shares of the Company are listed.



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4. Request for seeking waiver of fines under the listed regulation:

The Chairman placed before the Board a request for waiver of fine levied by stock exchange for delay on filing Statement of Unaudited Financial Results (provisional) for the quarter ended on March 30, 2020, After discussion, the following resolutions were passed.

“RESOLVED THAT the Unaudited Financial Results (provisional) for the quarter ended 30th March, 2020 has not been filed within the due date due to Covid-19 pandemic situation, in addition to which Auditors of the company has been resigned during the quarter.”

“RESOLVED FURTHER THAT steps has been taken during the quarter to appoint a new auditor and to complete the compliance work.”

5. Review of Business Operations:

The Board reviewed the performance of the company for the period up to October 2020 and took it on record.

6. Vote of Thanks:

As there was no further item on the agenda the meeting concluded with a vote of thanks to the Chair.

Time of commencement of meeting: 11.00 A.M

Time of conclusion of meeting: 12.30 PM

KALA SRINIVASA RĀGHAVAN
CHAIRWOMAN

Date: 16.11.2020

Place: Chennai



A. JOHN MORIS & CO.,
CHARTERED ACCOUNTANTS

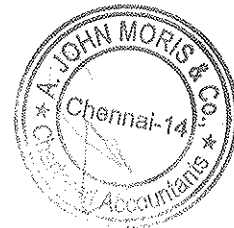
Limited Review Report

To
Board of Directors,
Wellness Noni Limited,
Villa No. 2, No.30 ,
Ramappa Nagar Main Road,
Perungudi,
Chennai-600 096

We have reviewed the accompanying Statement of unaudited Quarterly Financial Results of WELLNESS NONI LIMITED ("the company") for the quarter and Half year ended September 30, 2020 ("the statement") attached herewith, being submitted by the company pursuant to the requirement of regulation 33(3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

The preparation of the statement is in accordance with the recognition and measurement principles laid down in Indian Accounting standard 34, (IND AS) 34 "Interim Financial Reporting" prescribed under section 133 of the companies act, 2013, read with rule 3 of companies (Indian Accounting Standard) rules, 2015 read with SEBI Circular number CIR/CFD/FAC/62/2016 dated July 5, 2016 is responsibility of the company's management and has been approved by the board of the company. Our responsibility is to express a conclusion on the statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information performed by the Independent Auditor of the Entity' issued by Institute of Chartered Accountants of India . This audit standard requires that we plan and perform the review to obtain moderate assurance as to whether the Financial Statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.





A. JOHN MORIS & CO.,
CHARTERED ACCOUNTANTS

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement .

Date: 14/11/2020
Place: Chennai



For **A John Morris & Co**
Chartered Accountants
FRN No: 007220 S

CA A John Morris
Managing Partner
M.No 029424

UDIN:

Particulars	Standalone			Standalone		
	Quarter Ended			Half Year Ended		Previous year ended
	Current Quarter Ended on 30-09-2020	Preceding Quarter Ended on 06-2020	Corresponding Quarter ended on 30-09-2019	Year to date figures for current period ended 30-09-2020	Year to date figures for previous period ended 09-2019	Previous year ended 31-03-2020
	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited
1. Revenue						
(a) Revenue from Operations	1.89	0.83	2.32	2.72	4.26	6.87
(b) Other Operating income	0.00	0.00	0.00	0.00	0.00	0.00
(c) Other Income	0.01	0.00	0.00	0.01	0.00	0.01
Total Revenue	1.90	0.83	2.32	2.73	4.26	6.88
2. Expenses						
(a) Cost of material consumed	0.61	0.00	1.33	0.61	2.07	0.00
(b) Purchase of stock-in-trade	0.00	0.15	0.00	0.15	0.00	3.33
(c) Changes in inventories of finished goods and work in progress and stock-in-trade	0.00	0.00	-0.12	0.00	-0.06	-0.01
(d) Excise Duty / GST	0.00	0.00	0.00	0.00	0.00	0.00
(e) Employee benefit expense	0.15	0.03	0.11	0.18	0.26	0.69
(f) Finance costs	0.00	0.00	0.00	0.00	0.00	0.00
(g) Depreciation and amortisation expense	0.00	0.00	0.00	0.00	0.00	0.00
(h) Other expenses	0.24	0.22	0.52	0.46	1.30	2.27
Total expenses	1.00	0.40	1.84	1.40	3.57	6.28
3. Profit / (Loss) before Depreciation and Tax (1-2)	0.90	0.43	0.48	1.33	0.69	0.60
4. Depreciation	0.05	0.00	0.04	0.05	0.05	0.04
5. Profit / (Loss) before tax (3+4)	0.85	0.43	0.44	1.28	0.64	0.56
6. Tax expense						
Current Tax (Net of Mat Credit)	0.00	0.00	0.14	0.00	0.21	0.16
Deferred Tax	0.00	0.00	0.00	0.00	0.02	0.00
Total Tax Expenses	0.00	0.00	0.14	0.00	0.23	0.16
7. Profit / (Loss) for the period (5-6)	0.85	0.43	0.30	1.28	0.41	0.40
8. Other Comprehensive Income (Net of Tax Expenses)	0.00	0.00	0.00	0.00	0.00	0.00
9. Total Comprehensive Income for the period (7+8) (Comprising profit / (loss) and other comprehensive income for the period)	0.85	0.43	0.30	1.28	0.41	0.40
10. Details of equity share capital						
Paid-up equity share capital	3.2	3.2	3.2	3.20	3.20	3.2
(Face Value of Rs 10/- per share)	0.00	0.00	0.00	0.00	0.00	1000.46
11. Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	0.00	84.42	0.00	0.00	0.00	88.43
11. Earnings per share (EPS) (of Rs. 10/- each) (Amount in Rs.)						
(a) Basic	2.64	1.34	0.94	4.01	1.28	1.26
(b) Diluted	0.00	0.00	0.00	0.00	0.00	0.00

Statement of Unaudited Standalone Financial Results for the Quarter and Half year Ended September 30, 2020

Notes:-

1. The above unaudited financial results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meeting held on November 14, 2020 and have been subjected to Limited Review by the Statutory auditors.

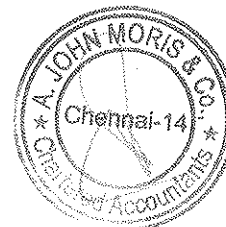
2. The company has adopted Indian Accounting Standards (Ind AS) from April 1, 2017 and the above Unaudited financial results have been prepared in accordance with the recognition and measurement principles laid down in the said standards. The date of transition to Ind AS is April 1, 2016.

3. The Company derives income from a single segment Software Development and services.

4. The Company's Registers & Share Transfer Agents are M/s. Cameo Corporate Services Ltd.

5. The format for Unaudited financial Results prepared as prescribed in SEBI's Circular CIR/CFD/FAC/62/2016 dated 05 July 2016, Act, 2013. IND AS and Schedule III to the Companies Act, 2013.

6. Previous period's figures have been re-grouped / reclassified wherever necessary.



7 Reconciliation of net profit reported under Indian GAAP for the Quarter ended September 30, 2019 with Ind AS is furnished below

Particulars	Quarter ended 30.09.2019
Total Comprehensive Income for the period under Indian GAAP	0.30
Add:	
Actuarial Loss on Employee defined benefit plans reclassified in Other Comprehensive Income	0.00
Reversal of Goodwill amortised under Indian GAAP	0.00
Fair valuation of financial assets and liabilities	0.00
Amortisation of deferred income relating to Government Grant (EPCG License) - Net of related depreciation on Amounts capitalised	0.00
Deferred tax impact on fair value of financial assets and liabilities, amortisation of deferred income and on reversal of Goodwill amortisation	0.00
Sub-total	0.30
Less:	
Fair valuation of Financial assets and liabilities	0.00
Net Profit under Ind AS (A)	0.30
Other Comprehensive income (net of tax)	
Actuarial loss on employee defined benefit plans	0.00
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge reclassified in Other Comprehensive Income	0.00
Other Comprehensive income, net of income tax (B)	0.00
Total Comprehensive Income for the period under Ind AS (A+B)	0.30

8 The Company has opted to publish only standalone Financial results

Extract of Standalone Unaudited Financial Results for the Quarter ended 30th September 2020

(Rs. in Crores)

Particulars	Quarter Ended			Half year Ended	
	Current Quarter Ended on 30-09-2020	Preceding Quarter Ended on 30-06-2020	Corresponding Quarter ended on 30-09-2019	Year to date figures for current period ended 30-09-2020	Year to date figures for previous period ended 30-09-2019
	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited
Total Income from Operations	1.90	0.83	2.32	2.73	4.26
Net Profit / (Loss) for the period (before Tax, Exceptional items)	0.85	0.43	0.44	1.27	0.64
Net Profit / (Loss) for the period before tax (after Exceptional items)	0.85	0.43	0.30	1.27	0.41
Net Profit / (Loss) for the period after tax (after Exceptional items)	0.85	0.43	0.30	1.27	0.41
Total Comprehensive Income for the period (comprising Profit / (loss) for the period (after tax) and Other Comprehensive Income (after tax))	0.85	0.43	0.30	1.27	0.41
Equity Share Capital	3.2	3.2	3.2	3.20	3.20
Earnings Per Share (of Rs. 10/- each) -					
1 Basic:	2.64	1.34	0.94	3.98	1.28
2 Diluted:	0.00	0.00	0.00	0.00	0.00

Notes

1 The above Standalone unaudited financial results were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on November 14, 2020

2 The company has adopted Indian Accounting Standards (Ind AS) from April 1, 2018 and the above Unaudited financial results have been prepared in accordance with the recognition and measurement principles laid down in the said standards

