



Wellness **NONI** Limited

**Minutes of the Meeting of the Board of Directors
of Wellness Noni Ltd, held on 31.1.2020 , 12.00 noon
at the registered office 30, Ramappa Nagar Main Road,
Perugudi, Chennai – 600 096,**

The Meeting started at 12.00 noon

Directors Present:-

1. Dr. S. Kala – Managing Director
2. Dr. Y. Ashrafali – Director
3. Ms. Kalaivani – Director

Dr. S. Kala, Managing Director Chaired the Company

1. The Current Situation of the company was reviewed and discussed.
2. As discussed in the previous board meeting held on 20.12.2019, the statutory auditor Mr. Swaroop Anand has resigned on 21.12.2019. The Board has accepted his resignation due to his non-cooperative attitude and non-performance. Board is in the process of appointing a new Auditor. Since the previous auditor Mr. Swaroop Anand has delayed filing of ADT3 in spite of daily requests and followup, the company is not able to appoint the new auditor. The Board has decided to send legal notice to Mr. Swaroop Anand to file ADT3 to enable the company to appoint a new auditor. The Managing Director is authorized to take all necessary steps in this regard.
3. RESOLVED to call for an Extra Ordinary General Body Meeting of members of the company for appointment of New Statutory Auditor. It is decided to conduct the EGM on 28.2.2020. Necessary notice to the Share Holders of the company has to be given on or before 5th Feb 2020.



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4. The Filing of MGT including Annual Return for the year 2018-2019 are pending due to the sudden resignation of the CFO. The Management is taking all efforts in filing the Annual returns before 10th Feb 2020
5. The appointment of Mr. Ganesh as an independent Director approved by the board in the previous board meeting held on 20.12.2019 was reviewed and the board has decided to withdraw the offer given to him to be an independent Director. The Board has identified Mr. Bino Varghese and Ms. Kamini to appoint as Independent Directors and necessary invitation to be sent to them.
6. The Company Secretary will be appointed after Completion of filing of Annual Returns.
7. Since the previous CFO not reported for the Duty, the management decided to appoint RSN & Associates as a Virtual CFO in the last board meeting held on 20.12.2019. As per SEBI Regulations a Full time CFO is to be appointed for listed companies the management has decided to withdraw the offer given to M/s RSN & Associates. The Chairman directed the board to appoint a New full time CFO to take care of the Finance Matters.

The Board Meeting concluded at 1.30 pm with a vote of thanks by the chair

For Wellness Noni Ltd

S. Kala
Managing Director

For Wellness Noni Ltd

Y. Ashrafali
Director