

Annual Report 2010 - 2011

WELLNESS NONI LIMITED

(formerly RGN Securities and Holdings Ltd)

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

Phone : 91-44- 4901 1111 Fax : 91-44-4901 1145

E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net

Wellness Noni Limited

BOARD OF DIRECTORS

Dr. P. I. Peter	- Director
Mrs.Kala	- Director
Mrs.K.Deviprabha	- Director
Mr.M.Siva Kumar	- Director
Mr.A.Arunachalam	- Director
Mr.T.Thanigaikumar	- Director
Mr.S.Sridharan	- Director

Statutory Auditors :

B. Balasubramaian
Chartered Accountants
52-North Mada Street,
First Floor, Nungambakkam,
Chennai - 600 034.

Bankers :

State Bank of India

Registrar and Transfer Agents

Knack Corporate Services Pvt.Ltd
17/9, Thiruvengadam Street, Mandaveli,,
Chennai 600 028
Tel: 044 - 24614424/24615006
Fax: 044 - 42100092
E-Mail: knackcorp@gmail.com

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WELLNESS NONI LIMITED

(RGN Securities and Holdings Ltd)

Registered Office: No.12, Rajiv Gandhi Road, Perungudi, Chennai - 600096

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Nineteenth Annual General Meeting of the shareholders of M/s. WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Ltd) will be held on Wednesday the 28th day of September 2011 at 27, Love, Peace, Harmony Hall, Rajiv Gandhi Road, Sreenivasa Nagar, Perungudi, Chennai - 600096 at 10.30 a.m. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report, the Audited Profit and Loss Account for the financial year ended 31st March 2011, the Balance Sheet as at that date and the Auditor's Report thereon.
2. To elect a director in place of Mr. P I Peter who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Statutory Auditors and fix their remuneration. Mr. B. Balasubramanian., Chartered Accountant, Chennai, the retiring Auditor of the Company is eligible for reappointment and offers himself for reappointment.

SPECIAL BUSINESS

4. To Consider and if thought fit to pass the following Resolution with or without modification as a Ordinary Resolution.

"RESOLVED THAT Ms. Manayankatha Deviprabha, who was appointed as an Additional Director of the Company with effect from 18th November 2010 at the meeting of the Board of Directors of the Company and who holds office till the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director liable to retire by rotation

5. To Consider and if thought fit to pass the following Resolution with or without modification as a Ordinary Resolution.

"RESOLVED THAT Mr. Thirunvukarasu Thanigaikumar, who was appointed as an Additional Director of the Company with effect from 1st April 2011 at the meeting of the Board of Directors of the Company and who holds office till the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director liable to retire by rotation

6. To Consider and if thought fit to pass the following Resolution with or without modification as a Ordinary Resolution

"RESOLVED THAT Mr. Arunachalam Andimuppanar, who was appointed as an Additional Director of the Company with effect from 1st April 2011 at the meeting of the Board of Directors of the Company and who holds office till the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director liable to retire by rotation.

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7. To Consider and if thought fit to pass the following Resolution with or without modification as a Ordinary Resolution.

"RESOLVED THAT Mr. Sridhar Soundararajan, who was appointed as an Additional Director of the Company with effect from 1st April 2011 at the meeting of the Board of Directors of the Company and who holds office till the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director liable to retire by rotation

8. To Consider and if thought fit to pass the following Resolution with or without modification as a Ordinary Resolution.

"RESOLVED THAT Mr. Siva Kumar Mariappan, who was appointed as an Additional Director of the Company with effect from 1st April 2011 at the meeting of the Board of Directors of the Company and who holds office till the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director liable to retire by rotation

9. To Consider and if thought fit to pass the following Resolution with or without modifications as a Special Resolution

"RESOLVED THAT pursuant to Section 163(1) and other applicable provisions, if any, of the Companies Act, 1956, the register of members, index of members, the register and index of debenture holders, if any, and copies of all annual returns prepared under Section 159 and 160 of the Companies Act, 1956, together with copies of certificates and documents required to be annexed thereto under Sections 160 and 161 of the Companies Act, 1956, be shifted from M/s. Knack Corporate Services Pvt. Ltd, 17/9, Thiruvengadam Street, Mandaveli, Chennai 600 028 to M/s. Cameo Corporate Services Limited., "Subramanian Building", 1, Club House Road, Anna Salai, Anna Salai, Chennai - 600002.

"RESOLVED FURTHER that registers, indexes, returns and copies of certificates and documents referred above be kept open for inspection between 3.00 p.m. to 5.00 p.m., on any working day for the registrar and transfer agent during Monday to Friday, except when the Registers and Books are closed under the provisions of the Act or the Articles of Association of the Company.

"RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby jointly and / or severally authorized, as the case may be, to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

Date : 03-08-2011
Place : Chennai

By Order of the Board
for WELLNESS NONI LIMITED

-SD-
Dr. P.I. Peter
Director

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NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY SHOULD BE LODGED WITH THE COMPANY AT LEAST FOURTY EIGHT HOURS BEFORE THE SCHEDULED COMMENCEMENT OF THE ANNUAL GENERAL MEETING OF THE COMPANY.
2. Revenue stamp for 15 paise should be affixed on the Proxy Form. Forms which are not stamped or inadequately stamped are liable to be considered invalid. Further, for identification purposes etc., it is advisable that the proxy holder's signature may also be furnished in the Proxy Form.
3. Explanatory Statement pursuant to the provisions of section 173 (2) of the Companies Act, 1956 is annexed
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Registered Office of the company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Members are requested to notify immediately changes, if any, in their addresses to the Company, specifying full address in Block Capitals with Pin Code of the Post Office.
6. Members who are holding Company's shares in dematerialized form requested to bring details of their Depository Account Number for identification.
7. The Registrar of members and Share Transfer Books of the Company will remain closed from Monday 26.09. 2011 to Wednesday 28.09 2011 (both days are inclusive)
8. Members holding shares in physical form are requested to notify any change in their address to the Company's Registrar and Transfer Agent and Members holding shares in electronic form may intimate any such change to their Respective Depository Participants (DPs).
9. The equity shares of the Company are available for trading in dematerialized form (scripless trading in electronic form) through Depository Participants.
10. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under section 109A of the Companies Act, 1956, are requested to write to the Company's Registrar for the prescribed form. On request the necessary form can be obtained from the RTA.
11. In compliance with the "Green Initiative in Corporate Governance" as allowed by The Ministry of Corporate Affairs ("Ministry"), Government of India, vide its circular nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, the Company shall send the Notice of this Annual General Meeting and Annual Report for the financial year 2010 -11, through electronic mode, to those members who have registered their e-mail address with the Company or with their respective depository participant and have opted to receive the aforesaid documents in electronic form.

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12. Information pursuant to clause 49 of the listing agreement in respect of proposed

01	Name	Ms. Manayankatha Deviprabha
A	Date of Birth	10-05-1965
B	Date of Appointment	18-11-2010
C	Qualifications	B.A (Economics)
D	Expertise	Purchase
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

02	Name	Mr. Thirunvukarasu Thanigaikumar
A	Date of Birth	31-08-1978
B	Date of Appointment	01-04-2011
C	Qualifications	B.Com
D	Expertise	DTP/Graphic Design
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

03	Name	Mr. Arunachalam Andimuppanar
A	Date of Birth	02-01-1965
B	Date of Appointment	01-04-2011
C	Qualifications	B.A (History)
D	Expertise	Pre-Press
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

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04	Name	Mr. Sridhar Soundararajan
A	Date of Birth	17-03-1967
B	Date of Appointment	01-04-2011
C	Qualifications	B.Sc(physics); Diploma in Film Technology(DFT)
D	Expertise	Marketing
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

05	Name	Mr. Siva Kumar Mariappan
A	Date of Birth	11-05-1965
B	Date of Appointment	01-04-2011
C	Qualifications	B.Sc(botany)
D	Expertise	Accounts & Financial Control
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956 IS ANNEXED.

Item No 4

Mrs. Manayankatha Deviprabha was appointed as an Additional Director of the Company on 18th November 2010 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Ms. Manayankatha Deviprabha holds office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing her candidature for the office of Director liable to retire by rotation.

Mrs. Manayankatha Deviprabha does not hold any shares in the Company. None of the Directors of the Company except Ms. Manayankatha Deviprabha is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommend the Resolution at item no. 4 for your approval.

Item No 5

Mr. Thirunvukarasu Thanigaikumar was appointed as an Additional Director of the Company on 1st April 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Thirunvukarasu Thanigaikumar holds office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.

Mr. Thirunvukarasu Thanigaikumar does not hold any shares in the Company. None of the Directors of the Company except Mr. Thirunvukarasu Thanigaikumar is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommend the Resolution at item no. 5 for your approval.

Item No 6

Mr. Arunachalam Andimuppanar was appointed as an Additional Director of the Company on 1st April 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Arunachalam Andimuppanar holds office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.

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Mr. Arunachalam Andimuppanar does not hold any shares in the Company. None of the Directors of the Company except Mr. Arunachalam Andimuppanar is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommend the Resolution at item no. 6 for your approval.

Item No 7

Mr. Sridhar Soundararajan was appointed as an Additional Director of the Company on 1st April 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Sridhar Soundararajan holds office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.

Mr. Sridhar Soundararajan does not hold any shares in the Company. None of the Directors of the Company except Mr. Sridhar Soundararajan is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommend the Resolution at item no. 7 for your approval.

Item No 8

Mr. Siva Kumar Mariappan was appointed as an Additional Director of the Company on 1st April 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Siva Kumar Mariappan holds office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.

Mr. Siva Kumar Mariappan does not hold any shares in the Company. None of the Directors of the Company except Mr. Siva Kumar Mariappan is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommend the Resolution at item no. 8 for your approval.

Item No 9

As required under the provisions of section 163 the Companies Act, 1956, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office of the Company is situated, with the approval of the members to be accorded by a special resolution.

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The shares transfer agents registered under the SEBI (Registrar to an Issue and Share Transfer Agent) Regulation, 1993, as amended, provides the depository related services for The shares held in dematerialized form and also acts as the Share Transfer Agent for the shares held in the physical form. Hence, the approval of the members is sought in terms of Section 163(1) of the Companies Act, 1956, for keeping the aforementioned registers and documents at the office(s) of the registrar and transfer agents ('RTA') from M/s. **Knack Corporate Services Pvt. Ltd**, 17/9, Thiruvengadam Street, Mandaveli, Chennai 600 028 is the Registrar and transfer agents ('RTA'). To M/s. **Cameo Corporate Services Limited**, Subramanian Building", 1, Club House Road, Anna Salai, Anna Salai, Chennai - 600002

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Chennai, as required under the said Section 163 (1) of the Companies Act, 1956.

The Directors recommend the said resolution proposed vide Item no. 9 to be passed as special resolution by the members.

None of the Directors is concerned or interested in the said resolution.

Date : 03-08-2011
Place : Chennai

By Order of the Board
for WELLNESS NONI LIMITED

-SD-
Dr. P.I. Peter
Director