

# **Annual Report**

## **2011 - 2012**

### **WELLNESS NONI LIMITED**

(formerly RGN Securities and Holdings Ltd)

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

Phone : 91-44- 3257 6748 Fax : 91-44-4901 1149

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

**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**  
No.6/18, I Floor, Poes Road,  
I Street, Teynampet,  
Chennai - 600 018.  
Phone : 044-24350613, 24350614  
Fax: 044-2435 0392.  
E-Mail: knackcorp@gmail.com

# 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 Twentieth Annual General Meeting of the shareholders of M/s. WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Ltd) will be held on Friday the 24th day of August 2012 at 24, Love Peace Harmony Hall, Rajiv Gandhi Road, Srinivasa Nagar, Perungudi, Chennai - 600 096 at 11.30 A.M. to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report, the Audited Profit and Loss Statement for the financial year ended 31st March 2012, the Balance Sheet as at that date together with the Auditor's Report thereon.
2. To elect a director in place of Ms. S.Kala who retires by rotation and being eligible offers herself for reappointment.
3. To elect a director in place of Ms. M Deviprabha who retires by rotation and being eligible offers herself for reappointment.
4. To elect a director in place of Mr. T Thanigaikumar who retires by rotation and being eligible offers himself for reappointment.
5. 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

6. 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 having its office at 6/18, 1 Floor, Poes Road, 1 Steet, Teynampet Chennai 600 018 to M/s. Cameo Corporate Services Limited, having its office at "Subramanian Building", 1, Club House Road, Anna Salai, Chennai - 600002

"RESOLVED FURTHER THAT registers, indexes, returns and copies of certificates and documents referred above be kept open for inspection during business hours on working days for at the office of 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 of the Directors of the Company be and are 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 : 27-07-2012

Place : Chennai

By Order of the Board  
for WELLNESS NONI LIMITED

-SD-

P. I. Peter  
Director

**WELLNESS NONI LIMITED**

**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. Members who are holding Company's shares in dematerialized form requested to bring details of their Depository Account Number for identification.
6. The Registrar of members and Share Transfer Books of the Company will remain closed from Wednesday 22.08. 2012 to Friday 24.08 2012 (both days are inclusive)
7. 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).
8. The equity shares of the Company are available for trading in dematerialized form (scripless trading in electronic form) through Depository Participants.
9. 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.
10. 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 the Annual General Meeting and Annual Report for the financial year 2011 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. The members are requested to intimate their email id to the Registered office of the Company or Registrar and Transfer Agent.

## Wellness Noni Limited

11. 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 PAN to their Depositories participants with whom they are maintaining their demat accounts. Member holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agents Knack Corporate Services Pvt. Ltd.
12. Information pursuant to clause 49 of the listing agreement in respect of proposed appointment/ appointment of directors

01	Name	Ms. S. Kala
A	Date of Birth	13-07-1975
B	Date of Appointment	30-09-2006
C	Qualifications	M C A
D	Expertise	Marketing & Distribution
E	Other Directorships Name of the Company	Reylon Cards Pvt. Ltd Noni Biotech Pvt.Ltd
F	Committee Memberships, if any, with position	Nil

02	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	Noni Biotech Pvt.Ltd
F	Committee Memberships, if any, with position	Nil

03	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

## Wellness Noni Limited

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

### Item No 6

As required under the provisions of section 163 of 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.

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 can 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 changing the aforementioned registers and documents at the office(s) of the registrar and transfer agents ('RTA') from M/s. Knack Corporate Services Pvt. Ltd, having its office at 6/18, 1 Floor, Poes Road, 1 Steet, Teynampet Chennai 600 018 To M/s.Cameo Corporate Services Limited having its office at Subramanian Building", 1, Club House Road, 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. 6 to be passed as special resolution by the members.

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

Date : 27-07-2012

Place : Chennai

By Order of the Board  
for WELLNESS NONI LIMITED

Sd/-  
P. I. PETER  
DIRECTOR

**WELLNESS NONI LIMITED**

(Formerly Known As Rgn Securities and Holdings Ltd)

Registered. Office : No.12, Rajiv Gandhi Road, Perungudi, Chennai - 600 096.

**DIRECTORS REPORT**

To,  
The Members,  
M/s. WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Limited)  
Chennai.

The Directors of your company are pleased to present the 20th Annual Report of the company together with the audited accounts for the period ended 31st March 2012.

**FINANCIAL RESULTS :**

Year ended	31.3.2011	31.03.2010
Turnover	59,29,926.66	10,20,460.00
Profit before depreciation	5,35,130.66	1,38,967.17
Depreciation	87,117.00	55,176.82
Profit after Depreciation	4,48,013.66	83,790.35

**OPERATIONS & BUSINESS OUTLOOK**

After migrated to the new line of business of marketing NONI based products, the Board has satisfied the current performance of the company. During this year the company has achieved nearly increase of 482% sales as compared to the last year and profit after taxation is also increased by 4.5 times as compared to the last year. The company has taken lot of measures to boost the sales for the current financial year and the company will make good profit in future also

Further the board decided to expand the business activities of the company by marketing through various channels viz. Appointment of New stockiest and creation of new Stock Point at various places of Southern India, and steps have been taken for direct marketing activities to promote the products to the ultimate customers . By virtue of this, the Company performance will be increased and considerable profit will be earned by the Company in the current financial year also. The board of directors hopes that the company's performance would be increased by 3 times in the current financial year as against last financial year

Your company's Wellness marketing system is unique system in which marketing the Wellness products like Noni based health drink by first creating customers and users and then converting the customers into a Distributor who will share the real benefits of Noni Wellness Marketing with their friends and relatives

The Company has an accumulated loss of Rs.1,27,16,579.71 and the same is decided by the Board to treat as earlier year losses in the Balance sheet. More over the losses are not eligible to carry forward and set off in the future earnings(check with auditor).

**DIVIDEND**

To strengthen the capital base, Your Directors do not recommend any dividend for the financial year ended 31st Mach 2012

**CHANGE IN THE NAME OF THE COMPANY**

The name of the Company is changed as M/s.WELLNESS NONI LIMITED. with effect from 01-04-2011

**DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company Mrs. S Kala, Mrs. M Deviprabha and T Thanigaikumar, Directors retire by rotation and being eligible have offered themselves for re-appointment.

**PUBLIC DEPOSITS**

During the year under review, the Company has neither invited nor received any deposits from the public.

**AUDITORS**

Mr. B. Balasubramanian, Chartered Accountants, the Company's Auditor retire at the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment

The Board on the recommendation of the Audit Committee has proposed that Mr. B. Balasubramanian, Chartered Accountant, Chennai be re-appointed as the Statutory Auditor of the Company and to hold office till the conclusion of the next Annual General Meeting . Mr. B. Balasubramanian has forwarded his certificate to the Company stating that his re-appointment, if made, will be within the limit specified in that behalf in sub section (1B) of section 224 of the Companies Act.

**AUDITORS' REPORT**

The Report of the Auditors being self-explanatory needs no further comments(.confirm no qualification in the Audit Report)

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, to the best of their knowledge and belief, confirm that:

- i. that in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- ii. that the selected accounting policies were applied consistently and the directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2012 and of the profit/loss of the Company for the year ended on that date;
- iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. that the annual accounts have been prepared on a going concern basis.

**COMPLIANCE CERTIFICATE UNDER CLAUSE 49 OF THE LISTING AGREEMENT :**

A certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.



## Wellness Noni Limited

### FOREIGN EXCHANGE EARNINGS AND OUTGO

	2012	2011
Foreign exchange out go	Nil	Nil
Foreign exchange earnings on FOB basis	Nil	Nil

### INFORMATION AS PER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956.

The Company has no activity relating to conservation of energy or technology absorption.

### PARTICULARS OF EMPLOYEES

There are no employees drawing remuneration in excess of monetary ceiling prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of Employees) Rules, 1975 during the financial year 2011-2012.

### INDUSTRIAL RELATIONS

Industrial relations continued to be cordial

### LISTING

The securities of the Company are listed on the Bombay Stock Exchange Limited and Madras Stock Exchange Ltd. The Company has duly paid the listing fees to all the aforesaid Stock Exchanges for the year 2011-12

The board of directors have a pleasure to inform to the members of the company that suspension of trading has been revoked with effect from 10-01-2012 and the securities of the Company is admitted for trading at Bombay Stock Exchange Ltd, Mumbai. With Scrip Name "WELLNESS" ; and the Scrip Code-35012.

### CORPORATE GOVERNANCE

The Company has complied with the mandatory provisions of Corporate Governance as prescribed under the Listing Agreement of the Stock Exchanges, with which the Company's shares have been enlisted. A separate Report on Corporate Governance is enclosed as a part of this Annual Report. A certificate as to Compliance of the conditions of Corporate Governance as stipulated under Clause-49 of the Listing Agreement is annexed to the Report on Corporate Governance.

### SECRETARIAL COMPLIANCE CERTIFICATE UNDER 383A OF THE COMPANIES ACT, 1956

The Compliance Certificate received in accordance with the provisions of Section 383A read with the Companies (Compliance Certificate) Rules 2001 is annexed to the Director's Report and forms part of this Annual Report. The above said Compliance Certificate is self-explanatory and needs no comments.

### ACKNOWLEDGEMENTS

The Board placed on record its appreciation for the assistance and co-operation received from the Banks, Stock Exchanges and Government Authorities. The Board also places on record its gratitude to the employees at all levels for their commitment and dedicated efforts. The Directors are also thankful to the shareholders for their continued support to the Company.

For and on Behalf of the Board of Directors

Place : Chennai  
Date : 23.05.2012

P.I. Peter  
Director

S Kala  
Director

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management of WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Ltd) presents the Industry Overview, Opportunities and Threats, Initiatives by the Company and overall strategy of WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Ltd) for the year 2011-2012 and its outlook for the future. This outlook is based on assessment on the current business environment; it may vary due to future economic and other developments.

This Management Discussion and Analysis statement of the Annual Report has been included in adherence to the spirit enunciated in the code of Corporate Governance approved by the Securities and Exchange Board of India.

### **Introduction:**

WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Ltd) has been entered in the business of manufacturing and Marketing of Noni based Fruit Juice Concentrate. These products are considered Food supplementary and harmless to the human being. Even with a (hopefully) recovering economy, doing business is challenged on the home front by regulatory changes, raw material pricing, corporate sustainability goals and changing consumer demands, among others. And on the global front by the difficulty (but seeming necessity) to set up foreign operations, safety and reliability of offshore suppliers, impact of currency fluctuations and competition for talent.

For consumers, convenience is by far the most important dynamic, and will continue to be so over the next five to 10 years, according to any number of prognosticators. Consumers are willing to pay more for convenience as their work habits and lifestyles change. The same can be said even for shoppers in developing nations. It's a tradeoff many are willing to make, especially as disposable income rises in many countries. It's all about time, and the consumer would rather buy time than prepare food.

### **Macro - Economic Developments:**

According to ASSOCHAM the size of non-alcoholic beverages market in India is likely to reach the Rs. 11,000 crores mark by 2015. India's non-alcoholic drinks market has witnessed rapid growth over the past few years. Increasing middle class population, rapid urbanization and rising disposable income are some of the major factors fueling this growth. New market research report "Indian Non-Alcoholic Beverages Market Outlook to 2015 - Rising Health Consciousness among Consumers" developed by AM Mindpower Solutions has been recently published.;

India has witnessed radical shift in consumption of non-alcoholic drinks over the recent past. Fast expanding middle class population that is currently around 350 Million, increased urbanization and rising disposable income are some of the major reasons contributing to this change. Besides this, growing health consciousness among India's young population has brought about a revolution in the Indian non-alcoholic drinks market. It has been seen that cola sales have fallen dramatically due to rising health concerns and this seems to have benefited the country's non-carbonated drinks market such as energy drinks and juices.

The segment level analysis shows that the highest growth will be seen in the fruit/vegetable juice market, which is forecasted to growth at a CAGR of around 30% in value terms during 2009-2012. It will be closely followed by the energy drinks segment at a CAGR of around 29% during the same period. There is a greater awareness of the 'functional' benefits of health beverages and a greater willingness to pay a