

Annual Report 2013 - 2014

WELLNESS NONI LIMITED

(formerly RGN Securities and Holdings Ltd)

CIN : L74990 TN 1992 PL C023697

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 Visit : www.wellnessnoni.net

Wellness Noni Limited

BOARD OF DIRECTORS

Dr. P. I. Peter	- Director
Mrs. S. Kala	- Director
Mrs. Deviprabha	- Director
Mr. M. Sivakumar	- Independent Director
Mr. A. Arunachalam	- Independent Director
Mr. T. Thanigaikumar	- Independent Director
Mr. S. Sridhar	- Independent Director
Mr. S. Sunder Singh	- Independent Director

Statutory Auditors :

A. Siva
Chartered Accountants
Chennai

Bankers :

Canara Bank
Adyar, Chennai 600 020

State Bank of India,
Adyar Branch, Chennai 600 020

Registrar and Transfer Agents

M/s. CAMEO CORPORATE SERVICES LTD

'Subramanian Building',
No.1, Club House Road, Chennai-600 002.
Phone: (D) 2846 0425 (G) 2846 0390, Fax: 044-2846 0129
Grams: CAMEO
E-mail : rdr@cameoindia.com; Website : www.cameoindia.com

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NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Shareholders of M/s. Wellness Noni Limited will be held on Tuesday, the 30th September 2014, at "Life Success Academy," No 4, Elite Plaza, E Road, Koyambedu, Chennai 600 107 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 Account for the financial year ended 31st March 2014 the Balance Sheet as at that date and the Directors and Auditor's Report thereon.
2. To elect a director in place of Prof.P.I.Peter (holding DIN 00870946), who retires by rotation and being eligible offers himself for reappointment.
3. To elect a director in place of Mrs. M.Deviprabha Kumar (holding DIN 02520140), who retires by rotation and being eligible offers herself for reappointment.
4. To elect a director in place of Mrs.S.Kala (holding DIN 00871183), who retires by rotation and being eligible offers herself for reappointment.
5. To appoint Statutory Auditors and fix their remuneration. Mr. A. Siva, Chartered Accountant, Chennai, as Auditor of the Company in place of Mr.M.Balasubramaniam, Chartered Account, Chennai, who has expressed his unwillingness to be reappointed.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of Companies Act, 2013, and Rules made thereunder, read with Schedule IV to the Act, Mr.S.Sunder Singh (holding DIN 03436151), who was appointed as an Additional Director of the Company with effect from 14th February 2014 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting and in respect of whom the company has received a notice from a member proposing his candidature, be and is hereby appointed as an Independent Non-Executive Director whose period of office shall be liable to determination by retirement of Directors by rotation.."

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

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"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. M. Sivakumar (holding DIN 03497863), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. A. Arunachalam (holding DIN 03497774), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

9. To Consider and if thought fit to pass the following Resolution with or without modification as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. T. Thanigaikumar (holding DIN 03497772), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

10. To Consider and if thought fit to pass the following Resolution with or without modification as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. S. Sridhar (holding DIN 03497803), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

Date : 31-05-2014

Place : Chennai

By Order of the Board
for WELLNESS NONI LIMITED

-SD-

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. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PER CENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. Revenue stamp for 15 paisa 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. 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.
4. Members who are holding Company's shares in dematerialized form requested to bring details of their Depository Account Number for identification.
5. The Register of members and Share Transfer Books of the Company will remain closed from Wednesday 24-09-2014 to Friday, 26-09-2014(both days are inclusive)
6. 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).
7. The equity shares of the Company are available for trading in dematerialized form (scripless trading in electronic form) through Depository Participants.
8. 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.
9. 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.

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10. 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 CAMEO CORPORATE SERVICES LTD.

11. Information pursuant to clause 49 of the listing agreement in respect of proposed appointment/ appointment of directors

01	Name	Prof. P. I. Peter
A	Date of Birth	23-03-1951
B	Date of Appointment	30-06-2006
C	Qualifications	B.Sc(Botany), M.D(Alternate Medicine)
D	Expertise	
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

02	Name	Mrs. S. Kala
A	Date of Birth	13-07-1975
B	Date of Appointment	30-06-2006
C	Qualifications	MCA
D	Expertise	Marketing
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

03	Name	Mrs. M. Devi Prabha
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

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04	Name	Shri S.Sunder Singh
A	Date of Birth	01-06-1951
B	Date of Appointment	14-02-2014
C	Qualifications	B.A., MBA.,
D	Expertise	Sales & Marketing
E	Other Directorships Name of the Company	NIL
F	Committee Memberships, if any, with position	NIL

05	Name	M. Sivakumar
A	Date of Birth	10-05-1961
B	Date of Appointment	01.04.2011
C	Qualifications	B.Sc., (Botany)
D	Expertise	Accounts & Internal Audit
E	Other Directorships Name of the Company	NIL
F	Committee Memberships, if any, with position	NIL

06	Name	A. Arunachalam
A	Date of Birth	02-01-1965
B	Date of Appointment	01.04.2011
C	Qualifications	B.A
D	Expertise	Publication
E	Other Directorships Name of the Company	NIL
F	Committee Memberships, if any, with position	NIL

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07	Name	T. Thanigaikumar
A	Date of Birth	31-07-1978
B	Date of Appointment	01.04.2011
C	Qualifications	B.Com.,
D	Expertise	Graphic Designing
E	Other Directorships Name of the Company	NIL
F	Committee Memberships, if any, with position	NIL

08	Name	S. Sridhar
A	Date of Birth	17-03-1967
B	Date of Appointment	01.04.2011
C	Qualifications	B.Sc.,
D	Expertise	Public Relation
E	Other Directorships Name of the Company	NIL
F	Committee Memberships, if any, with position	NIL

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

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(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the 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.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose)

Please enter any one of the details in order to login. Incase either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on <Company Name> on which you choose to vote.

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) 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.

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- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) Mrs.R.Kanakadhara Practicing Company Secretary has been appointed as scrutinitzer for E-voting.

EXPLANATORY STATEMENT PURSUANT TO 102 OF THE COMPANIES ACT, 2013

Item No. 6

Mr.S.Sunder Singh, was co-opted as an Additional Director of the Company with effect from 14th February 2014 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting.

Mr. S. Sundar Singh is having more than 25 years of experience in Sales & Marketing, Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company.

Hence this Ordinary Resolution is being placed before the members for approval.

Except Mr. S. Sunder Singh, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

Item No. 7

Mr. M. Sivakumar, is a Non-Executive Independent Director of the company. He joined the Board of Directors of the company on 01.04.2011.

Mr. M. Sivakumar is having more than 20 years of experience in Accounts. Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company.