



## **WELLNESS NONI LIMITED**

(formerly RGN Securities and Holdings Ltd)

CIN : L74990 TN 1992 PL C023697

# **Annual Report 2015 - 2016**

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)



## Wellness Noni Limited

L74990TN1992PLC023697

### BOARD OF DIRECTORS

Prof. Purathur Ignatius Peter Managing Director	Din No. 00870946
Mrs. S. Kala Executive Director	Din No. 00871183
Mr. Thanigaikumar Non Executive Independent Director	Din No. 03497772
Mr. M.Sivakumar Non Executive Independent Director	Din No. 03497863
Mr. A. Arunachalam Non Executive Independent Director	Din No : 03497774

### STATUTORY AUDITORS

M/s.Swaroop Anand & company Chartered Accountants, Old No V -21, New No 14, 14th Street, V Block, Anna Nagar, Chennai 600040	FRN : 4324
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### CHIEF FINANCIAL OFFICER

B. Ranga Rajan

### SECRETARY

Mrs. R. Suganya

### BANKERS

State Bank Of India, Adyar  
Canara Bank K.B.Nagar, Adyar

### REGISTERED OFFICE

12, Rajiv Gandhi Road,  
Perungudi, Chennai - 600 096  
Phone : 044 - 3257 6748 Fax : 044-49011149  
Email: mail@wellnessnoni.net  
Website:wellnessnoni.net

### LISTING

BSE Ltd, Mumbai

### REGISTRAR AND TRANSFER AGENTS

M/s. Cameo Corporate Services Ltd,  
No.1, Club House Road, Chennai - 600 002  
Phone: 044-28460390, Fax: 044-2846 0129  
Grams: CAMEO ; e-mail:rdr@cameoindia.com



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CIN : L74990 TN 1992 PL C023697

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

Phone : 044 -3257 6748 Fax : 044 - 490 11 149 Email : mail@wellnessnoni.net Website : wellnessnoni.net

## **NOTICE**

NOTICE is hereby given that the 24th ANNUAL GENERAL MEETING of M/s. Wellness Noni Limited will be held at "Life Success Academy," No 4, Elite Plaza, E Road, Koyambedu, Chennai 600 107 on Friday, the 30th September 2016 at 11.30 A.M. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2016 and the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in the place of Prof. Purathur Ignatius Peter DIN: 00870946 who retires by rotation and being eligible, offers himself for re-appointment.
3. To Appoint auditors of the company and fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof :

"Resolved that pursuant to Section 139, 141 and 142 (1) and other applicable provisions if any, of the Companies Act, 2013, and the Rules made there under and pursuant to the recommendations of the Audit Committee, M/s. SWAROOP ANAND & Co., Chartered Accountant FRN: 4324 who retire as Auditor at this Annual General Meeting and who have expressed their willingness for re-appointment, be and are hereby appointed as the statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company on such remuneration as may be fixed by the Board of Directors as determined by the Audit Committee."

### **SPECIAL BUSINESS:**

4. Appointment of Prof. Purathur Ignatius Peter, DIN:00870946 as Managing Director of the Company, To Considered and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made there under (including and statutory modification(s) or re-enactment thereof and subject to the necessary approval if any and on the basis of recommendation of Nomination and Remuneration committee and approval of Board of Directors appointing Prof. Purathur Ignatius Peter, DIN:00870946 as Managing Director of the Company in its meeting held on 30-05-2016, the shareholders of the company accord their approval for the appointment of Prof. Purathur Ignatius Peter DIN: 00870946, as Managing Director of the Company for a period of 3 years with effect from 31st July, 2016 to 30 July, 2019 and at a remuneration not exceeding of Rs. 2,00,000/- per month (Two Lakhs Rupees Only) (including of all perquisites and benefits) for a Period of 3 (three) years w.e.f. 31 July, 2016 as per the terms and conditions, including remuneration as may be agreed to between the Board and Mr Prof. Purathur Ignatius Peter DIN: 00870946 or as may be varied by the Company in General Meeting.



**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Prof. Purathur Ignatius Peter DIN: 00870946 within and in accordance with and subject to the limits prescribed in Schedule V to the Companies Act, 2013 and if necessary, as may be stipulated by the Central Government as may be agreed to accordingly between the Board and Mr. Prof. Purathur Ignatius Peter (DIN: 00870946).

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year Prof. Purathur Ignatius Peter DIN: 00870946, shall be paid the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time.

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Place : Chennai  
Date : 30-05-2016

By Order of the Board  
for WELLNESS NONI LIMITED

sd/-  
Prof. Purathur Ignatius Peter  
Chairman  
(DIN 00870946)

**NOTES:**

1. The statement setting out material facts as required under Section 102(1) of the Companies Act, 2013, in respect of Special Business mentioned in the above notice in annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE ANY MEMBE HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CAN APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED WITH THE COMPANY AT ITS CORPORATE OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE ANNUAL GENERAL MEETING. (Proxy form MGT- 11) is annexed herewith).
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send certified copy of board resolution or power of attorney to attend and vote on their behalf at the meeting.
4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of Equity Shares of the Company will remain closed from 28th September 2016 to 30th September 2016 (both days inclusive) for the purpose of Annual General Meeting.



5. Members desirous of obtaining any information as regards to accounts and operation of the Company are requested to write to the Company at least 10 days before the meeting to enable the Company to keep the required information ready at the ensuing annual general meeting.
6. Members holding shares in physical form are requested to notify change of address immediately to the Company or its Registrar and Share Transfer Agent of the Company namely Cameo Corporate Services Limited, Subramanian Building, No.1 Club House Road, Chennai 600002. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
7. Members or proxies should bring their attendance slip duly filled for attending the meeting. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be circulated at the meeting.
8. Investors are requested to update their e-mail IDs with Depository Participants (DP) for shares held in demat form or with the Registrar and Share Transfer Agent Cameo Corporate Services Limited, 'Subramanian Building', No. 1, Club House Road, Chennai - 600 002 (RTA) (or) the Company in case the shares are held in physical form for receipt of Notices, Annual Report, Circulars, etc. by electronic mode.
9. Members are requested to bring their folio no. and DP ID - Client ID for easy identification of attendance at the meeting and also for participation at the meeting.
10. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail of the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 (Form attached) duly filled in to the Company's Registrar and Share Transfer Agent: Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
11. Members who are desirous of seeking any further information or clarification, if any, particularly with regard to the accounts are requested to write to the Company at least seven days in advance of the meeting so that the information can be made available at the meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Share Transfer Agent.
13. In case of Joint Holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Electronic (soft) copy of the Notice of the 24th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form and the Annual Report for 2015-16 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 24th Annual General Meeting of the company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the Annual Report for 2015-16 is being sent in the permitted mode.

**15. Details of Directors seeking re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015**

Name of the Director	Prof. P.I. PETER
Date of Birth	23-03-1951
Date of Appointment in the Board	30.09.2006
Qualification	Bsc.MD.PhD.
Expertise in specific functional area	Botany, Alternate Medicine
Directorship held in other companies	1
Chairman / Member of Committee(s) of Board of Directors of the Company	1
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	1
Whether related with other Directors / Key Managerial Personnel	NO
Number of meetings attended During the year	4
Number of shares held in Company	Nil

**16. Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services. For this purpose, the Company has tied up with CDSL for providing e-voting services through CDSL's e-voting platform.

In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in the e-voting process on the resolutions placed by the Company on the e-voting system.

**1. The Instruction for shareholders for voting electronically is as under:-**

The e-voting period begins on Tuesday, the 27th September, 2016 at 9 A.M. and ends on Thursday, the 29th September, 2016 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.



- (iii) Click on Shareholders.
- (iv) Now enter your USER ID
- a. For CDSL: 16 digit beneficiary ID,
- b. For NSDL: 8 character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in physical Form should enter Folio Number registered with the Company.
- (v) Next enter the image verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password to be used.
- (vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li></ul>
Dividend Bank Details or Date of Birth DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of "Wellness Noni Limited" on which you choose to vote.



- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders Can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **2. General Instructions:**

- (i) Members can opt for only one mode of voting i.e. either physically voting at the AGM or e-voting. In case a members has cast multiple votes, then voting done by e-voting will be considered as valid.
- (ii) The facility for voting, either through electronic voting system or polling paper or ballot shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting.





- (iii) The members who have cast their vote by remote e-voting to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iv) Mr. M Damodaran, Practicing Company Secretary (Membership No. 5837 and C P No. 5081), Chennai, has been appointed as the Scrutinizer to Scrutinize the remote e-voting process and voting at annual general meeting in a fair and transparent manner.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
- (vi) After all the items of the Notice have been discussed, the Chairman will order a poll in respect of all the Items. Poll will be conducted and supervised by the Scrutinizer appointed for e-voting as above. After the conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Company on its website: [www.tulsyanec.in](http://www.tulsyanec.in) upon receipt of consolidated scrutinizer's report.

## **Explanatory Statement in respect of the Special Business**

(Pursuant to Section 102 of the Companies Act, 2013)

### **Item No.4**

#### **a). Meaning, Scope & Implication of the items of the business:**

In the meeting of Nomination and Remuneration Committee held on 30.05.2016, the Committee has recommended the appointment of Prof. Purathur Ignatius Peter as Managing Director and payment of his remuneration for the period of 3 years with effect from 31.07.2016 to 30.07.2019. Subsequently the Board of Directors has approved the same in its meeting held on 30.05.2016 subject to the approval of shareholders pursuant to the provisions of Section 196, 197, 198, 203(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made there under (including any statutory modification(s) or re-enactment thereof and subject to the necessary approval if any.

#### **b) Interest of Director, Key Managerial Personnel and their relatives:**

None of the

- i) Directors
- ii) Key Managerial Personnel (CFO & CS)
- iii) Relatives of the persons mentioned in i & ii

are interested in the above said resolution except Prof. Purathur Ignatius Peter

#### **c) Relevance of Resolution in any other Company:**

The above resolution does not affect any other company.

**d) Inspection of Documents:**

There are no documents required for inspection for the purpose of this resolution.

Statement as per item (iv) of third proviso of section II of Part II of Schedule V to the Companies Act, 2013.

**I. General Information**

Nature of industry	Marketing & Manufacturing Industry
Date or expected date of commencement of commercial production	The Company is in marketing the Noni based Cosmetic and Herbal Products
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Company is in marketing the Noni based Cosmetic and Herbal Products
Foreign Investments or Collaborations, if any	NIL

**II. Information about the Appointee**

Background Details	<p>Prof. Purathur Ignatius Peter has established Noni Biotech Pvt. Ltd in the year of 2001 and has been the Chairman of the company since then. He has established an eco-friendly and fully automatic factory at the Chennai to manufacture Divine Noni products. Prof. Purathur Ignatius Peter is a regular visiting faculty Professor at International Open University, Colombo</p> <p>This factory has won several International Recognitions and Certificates such as ISO 9001 - 2008. GMP, HACCP.</p>
Past Remuneration	NIL
Recognition or Awards	<p>Prof. Purathur Ignatius Peter has been awarded Mother Theresa's Life Time Award for his outstanding and dedicated service to the humanity in 2006. The Service Star Award 2007 was also conferred on him in Malaysia. In November 2010, he was also awarded prestigious title "KNIGHT COMMENDER" at the 45th World Congress of Integrated Medicine at the Colombo and The prestigious PAX MONDI AWARD " Further, he has established World Noni Research Foundation at Chennai.</p>