



## **WELLNESS NONI LIMITED**

(formerly RGN Securities and Holdings Ltd)

CIN : L74990 TN 1992 PL C023697

# **Annual Report 2016 - 2017**

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)



**CORPORATE INFORMATION (AS ON 31 MARCH 2017)**

**BOARD OF DIRECTORS**

<b>Prof. Purathur Ignatius Peter</b>	Director
<b>Mrs. S. Kala</b>	Director
<b>Mr. Thanigaikumar</b>	Independent Director
<b>Mr. M. Sivakumar</b>	Independent Director
<b>Mr. A. Arunachalam</b>	Independent Director
<b>B.Ranga Rajan</b>	Chief Financial Officer

**BANKERS**

**State Bank of India**, Adyar  
**Canara Bank**, K.B.Nagar, Adyar

**STATUTORY AUDITORS**

M/s. Swaroop Anand & co.,  
Chartered Accountants,  
Old No V -21, New No 14, 14th Street  
V Block, Anna Nagar, Chennai - 600 040.

**Secretarial Auditors**

Saimathy  
15, Srinivasa Street, Postal Nagar,  
Chrompet, Chennai - 600 044.

**REGISTERED OFFICE**

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

**LISTED AT**

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  
e-mail:rdr@cameoindia.com



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

### **NOTICE TO SHAREHOLDERS**

Dear Shareholder(s)

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the shareholders of M/s. Wellness Noni Limited will be held on Saturday , the 30th September 2017 at 11.30 A.M at 12, Rajiv Gandhi Road, Perungudi, Chennai 600 096. to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Audited Financial Statements including Balance Sheet as at March 31,2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and together with the Reports of the Board of Directors and Auditors thereon
2. To appoint a director in place of Mrs.S.Kala (DIN 00871183 ) Director, who retires by rotation and being eligible, offers herself, for re-appointment.
3. To appoint auditors of the company and to fix their remuneration

RESOLVED THAT pursuant to the provisions of Section- 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. SWAROOP ANAND & Co., Chartered Accountants, be and is hereby re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the ensuing Annual General Meeting, at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

Place : Chennai  
Date : 14-08-2017

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 2017 to 30th September 2017 (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 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 25th 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 2016-17 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 25th 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 2016-17 is being sent in the permitted mode.
15. The Road map showing directions to reach the venue of the AGM is annexed for convenience of members.
16. Details of Directors seeking appointment / re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015.

Name of the Director	Mrs. S. Kala
Date of Birth	13.07.1975
Qualification	MCA
Expertise in specific functional area	Marketing
Directorship held in other companies	3
Chairman / Member of Committee(s) of Board of Directors of the Company	-
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	-
Whether related with other Directors / Key Managerial Personnel	NO
Number of meetings attended During the year	4
Number of shares held in Company	Nil

17. 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 25th 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 commences on Wednesday, the 27th September, 2017 at 9 A.M. and ends on Friday, the 29th September, 2017 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 23.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) 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) 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.





- (xix) 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) Mrs. Saimathy. Practicing Company Secretary (Membership No. A20466 and C P No. 16417), 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 and shall be placed on the Company's Website and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him writing. The results shall also be immediately forwarded to the BSE Limited, where equity shares are listed.

Place : Chennai  
Date : 14-08-2016

By Order of the Board  
for WELLNESS NONI LIMITED

sd/-  
Prof. Purathur Ignatius Peter  
Director  
DIN 00870946





## **DIRECTOR'S REPORT TO THE SHAREHOLDERS**

To,  
The Members,

Your Directors have pleasure in presenting their 25th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31st March 2017

### **1. Financial summary or highlights/Performance of the company (Standalone)**

The Board's Report shall be prepared based on the stand alone financial statements of the company.

	For the financial period ended 31st March, 2017 (Amount in Rupees)	For the financial period ended 31st March, 2016 (Amount in Rupees)
Turn Over	78,08,892	36,11,953
Profit Before Depreciation	2,42,148	1,85,711
Depreciation	46,850	77,261
Profit / (Loss) after Depreciation	1,95,298	1,08,450
Net Profit Before Tax	1,95,298	1,08,450
Provision for Tax	64,970	33,511
Net Profit After Tax	1,31,831	79,417
Balance Carried over to Balance Sheet	1,31,831	79,417

### **2. Review of Operation**

During the financial year under review, the Company has made a turnover of Rs. 78 08,892 from its operation as against Rs. 36,11,953 for the previous financial year. The net profit after tax for the financial year is Rs. 1,31,831 as against Rs. 79,417 for the previous financial year. Your Directors are continuously looking for the avenues for future growth of the company.

### **3. Dividend :**

Due to Non-availability of sufficient Profit, Your Directors do not recommend any dividend for the financial year ended 31st March 2017

### **4. Share Capital :**

During the year, the Company had not allotted any shares during the year and thereby the subscribed and paid share capital of the company stands as Rs.320.00 lacs at the end of the financial year 2016-2017.

### **5. Material Changes and Commitments :**

There are no material changes and commitments affecting the financial position of the company.

### **6. Change in the nature of business :**

During the period under review, there is no change in the nature of business.

### **7. The amount to be proposed to carry to reserves :**

The Board of directors has recommended the amount of profits of Rs. 1,31,831 to be carried to General Reserves.

### **8. Directors Seeking for Re-Appointment**

In terms of the provisions of Section 152 (6) (d) of the Companies Act, 2013 Mrs S.Kala (DIN: 00871183) director of the Company retire by rotation at this Annual General Meeting as per the provisions of the Articles of Association of Company and being eligible for Reappointment, offer herself for re-election.

The brief resume of the director proposed to be appointed and re-appointed and other relevant information have been furnished in the Notice convening the AGM. Appropriate resolution for the appointment/reappointment is being placed for approval of the members at the AGM. The board, therefore, recommends their re-appointment as Director of the Company.

#### **9. Meetings**

The Board of Directors met four times During the period April to March in the year 2016-2017 on the following dates 30.05.2016, 13-08.2016, 14.11.2016 and 14.02.2017.

#### **10. Remuneration Policy :**

The Company's policy on Remuneration to Directors, Key Management Personnel and Senior Management involves a balance between fixed and incentive pay reflecting long term and short term performance objectives, appropriate to the working of the Company and its goals.

The Company considers qualifications positive attributes, area of expertise, number of directorship held in other companies and recommends suitable persons taking into account the Company's special needs.

The Company has arrived at a set of criteria for appointment and remuneration, taking into account, their qualifications, experience, and seniority, suitability to the group and market situation.

#### **11. Policy on directors appointment and remuneration :**

The Company's current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the board and separate its functions of governance and management. As on March 31, 2016 the Board consists of 5 Directors, majority of them being independent directors. It comprises the managing director and an executive director both being promoters and 3 independent directors. The board periodically evaluates the need for change in its composition and size.

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters as required under sub-section (3) of Section 178 of the Companies Act, 2013 are formulated by the Nomination and Remuneration Committee and is outlined in the Nomination Evaluation & Remuneration policy of the Company.

#### **12. Board Evaluation :**

Pursuant to the provisions of the Companies Act, 2013 the board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders, Relationship. A structured questionnaire was prepared after taking into consideration inputs received from the directors, covering various aspects of the board's functioning such as adequacy of the composition of the board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the board, who were evaluated on parameters such as participation and contribution by a director, commitment, including guidance provided to the senior management outside of board /committee meetings, effective deployment of knowledge and expertise, effective management of relationship with various stakeholders, independence of behavior and judgment etc. The performance evaluation of the Independent Directors was carried out by the entire board. The performance evaluation of the Chairman and Managing Director were carried out by the Independent Directors. The board also reviewed the performance senior managerial personnel

#### **13. Declaration by independent directors :**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.