



WELLNESS NONI LIMITED

(formerly RGN Securities and Holdings Ltd)

CIN : L74990 TN 1992 PL C023697

Annual Report 2017 - 2018

Registered Office :

30, Ramappa Nagar Main Road, Perungudi, Chennai - 600 096, India

Phone : 044-2496 0030 E-mail : mail@wellnessnoni.net Visit : www.wellnessnoni.net



CORPORATE INFORMATION (AS ON 31 MARCH 2018)

BOARD OF DIRECTORS

Mrs. S. Kala	Managing Director
Mrs. B. Shreekalaivani	Independent Director
Mr. A. Arunachalam	Independent Director
Mr. R. Rajarajan	Director
B. Ranga Rajan	Chief Financial Officer

BANKERS

State Bank of India, Adyar
Canara Bank K.B. Nagar, Adyar
ICICI Bank, Perungudi
State Bank of India, Perungudi

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.

Company Secretary
Mrs. Suganya Ramamoorthy ACS

Secretarial Auditors
C. Saimathi, ACS
15, Srinivasa Street, Postal Nagar,
Chrompet, Chennai - 600 044.

REGISTERED OFFICE

30, Ramappa Nagar Main Road,
Perungudi, Chennai 600096
Phone : 044-24960030
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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NOTICE TO SHAREHOLDERS

Dear Shareholder(s)

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of M/s. Wellness Noni Limited will be held on Saturday, the 29th September 2018 at 11.30 A.M at 30, Ramappa Nagar Main Road, Perungudi, Chennai 600 096, to transact the following business:

A. ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Statement of Profit & Loss of the Company for the year ended 31st March 2018, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

2. To appoint Auditors of the company and to fix their remuneration

To consider and if thought fit, the following resolution as an ORDINARY RESOLUTION.

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 Statutory Auditors 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 decided by the Board of Directors.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorized to file the necessary e-form with Registrar of Companies, Chennai and do all such necessary acts, deeds and things in order to give effect to this resolution.

B. SPECIAL BUSINESS

4. Appointment of Director

To consider and if thought fit, the following resolution as an ordinary Resolution.

RESOLVED THAT Mr. R. Rajarajan (DIN 0008029014), who was appointed on 30-05-2018 as an Additional director of the Company and holds office up to the date of this Annual General Meeting under Sec 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member Under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as Director the company.

5. Appointment of Director

To consider and if thought fit, the following resolution as an ordinary Resolution.

Resolved that Mrs. Shreekalaivani, (DIN 0008029031) who was appointed on 30-05-2018 as an additional director (independent director) of the Company and holds office up to the date of this Annual General Meeting under Sec 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from member proposing his candidature for the office of the Director, be and as hereby appointed Director of the Company not liable to retire by rotation.



6. Appointment of Independent Director.

To consider and if thought fit, the following resolution as a Special 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, Mrs.Shreekalaivani (holding DIN 0008029031), 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 Conclusion of 2023 AGM.

7. APPROVAL ON MATERIAL RELATED PARTY TRANSACTIONS :

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made there under, consent of the members of the Company be and is hereby accorded to Material Related Party Transactions with M/s. Noni Biotech Pvt. Limited, for a period of three years from 2018 and such approval is further accorded to an increase of the amount up to 90% over and above the consolidated value of transactions in the previous financial year."

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorized to file the necessary e-form with Registrar of Companies, Chennai and do all such necessary acts, deeds and things in order to give effect to this resolution.

8. To appoint Mrs. S.Kala, (DIN 00871183) as Managing Director of the Company,

To Consider and if thought fit, the following resolution as Special 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, on the basis of recommendation of Nomination and Remuneration committee and approval of Board of Directors, the shareholders of the company be and is hereby accorded their approval for the appointment of Mrs. S. Kala (DIN: 00871183), as Managing Director of the Company for a period of 5 years with effect from June, 01 2018 upto May 30, 2023 and at a remuneration not exceeding of Rs. 1,00,000/- per month (including all perquisites and benefits) for a Period of 5 (five) years w.e.f. June 01 2018 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the said terms and conditions, amendments thereto as may be agreed to between the Board and Mrs.S.Kala (DIN: 00871183) 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 Mrs. S. Kala (DIN 00871183) within and in accordance with the overall limits approved by the members of the Company and subject to the limits prescribed in Schedule V to the said Companies Act, 2013 and if necessary, as may be stipulated by the Central Government.



RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mrs. S. Kala (DIN 00871183), 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."

By Order of the Board

Date : 14-08-2018

Place : Chennai

for WELLNESS NONI LIMITED

Sd/-

S. Kala

Managing Director

(DIN No. 00871183)

Notes :

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a Proxy to attend instead of himself / herself and such Proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective must be deposited at the Company's Registered Office, duly completed and signed in the format sent herewith, not less than FORTY EIGHTHOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
2. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other person or shareholder. Corporate Members intending to send their authorized representatives' to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23-09-2018 to 29-09-2018 (both days inclusive) Members are requested to bring the Annual Report for their reference at the Meeting. Admission Slip duly filled in shall be handed over at the entrance of the meeting hall.
4. Members, who hold shares in dematerialized form, are requested to quote Depository Account Number (client ID no.) for recording of attendance at the Meeting.
5. Electronic mode of the Notice of the 26th AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice along with Attendance Slip and Proxy Form is being sent in the permitted mode.



6. Members may also note that the Notice of the 26th AGM and the Annual Report for 2017-18 will be available on the Company's website www.wellnessnoni.net and. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company in Chennai for inspection during normal business hours on working days. Even after registering for e-communications, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's investor e-mail ID: mail@wellnessnoni.net.

7. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the member at the AGM. The relevant details as required by Regulation 36(3) of SEBI LODR Regulations, 2015 of persons seeking re-appointment as Director, is provided in the annexure.

8. Members whose shareholding is in the electronic mode are requested to direct change of address notification and update of Saving Bank Account details to their respective Depository Participant(s). If the shares are held in physical form are requested to register their e-mail address with the company / RTA of the company.

9. Members are requested to address all correspondence for all matters, to the Registrar and Share Transfer Agents, Cameo Corporate Services Limited, (Unit:Wellness Noni Ltd.), by writing to them at Subramanian Building, No.1, Club House Road, Anna Salai, Chennai-600 002, or by E-Mail to investor@cameoindia.com.

10. The Securities and Exchange Board of India (SEBI) had mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic format, therefore requested to submit their PAN to their Depository Participant(s). Members holding in physical form shall submit their PAN details to the Company.

11. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of SEBI LODR Regulations 2015, the company is providing a facility to its members to exercise their vote electronically through the remote e-voting facility arranged by CDSL for all items of business as set out in the notice of the AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot/poll paper will also be made available at the AGM and the members who have not already cast their votes by remote e-voting will be able to exercise their right at the AGM through voting by ballot / poll paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Notice of the 26th AGM and instructions for e-voting, along with Attendance Slip and Proxy Forms, is being sent to all members by Registered Post / Speed Post.

12. VOTING THROUGH ELECTORNIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (listing Obligations and Disclosure Requirements), Regulations 2015, the Company is providing Members facility to exercise their right to vote on resolutions proposed to be considered at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-Voting) will be provided by Central Depository Services (India) Limited (CDSL):



I. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Select "WELLNESS NONI LTD" from the drop down menu and click on "SUBMIT"
- (iv) 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 Image Verification 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 in points (vi) and (vii).
- (vi) Fill up the following details in the appropriate boxes:

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">• 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.• 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.
Dividend Bank Details or Date of Birth	<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>
DOB	<ul style="list-style-type: none">• 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).

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 sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) in the PAN field. 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. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login., in case the details are not recorded with the depository and company please enter the Member id / folio number in the Dividend Bank details field.

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

(viii) Members holding shares in physical form will reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' 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.

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

(x) Click on the EVSN for Wellness Noni.Ltd .

(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.

(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 etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. 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.

II. 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.

III. You can also update your mobile number and e-mail id in the user profile details of the portfolio which may be used for sending future communication(s).

IV. The e-voting period commences on 26.09.2018 (10:00 am) and ends on 28.09.2018 (5:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 22-09-2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22-09-2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.

VI. Mrs. Saimathi, Practicing Company Secretary (COP NO -16417), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM have not cast their votes by availing the remote e-voting facility.

The scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, 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 and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.wellnessnoni.net 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.

The Road map showing directions to reach the venue of the AGM is annexed for convenience of members.

13. PROFILE OF Mr. R. RAJARAJAN - DIRECTOR BEING - APPOINTED

(The brief resume of the Director who is proposed to be re-appointed is given below)

Mr. R.Rajarajan is the IT Technical Software Engineer Mr. R. Rajarajan is also associated with Technical analysts in software developing and web development programming. Mr. R.Rajarajan has completed MSc(computer Science). He is not a Chairman/Member of any Committee of the Board. He does not hold any Equity shares of the Company. Mr. R.Rajarajan is not related to any of the directors of the company. None of the directors or Key Managerial Personnel (KMP) of the Company is concerned or interested, financial or otherwise in this resolution.

14. PROFILE OF Mrs. SHREEKALAIVANI - DIRECTOR BEING -APPOINTED

(The brief resume of the Director who is proposed to be re-appointed is given below)

Mrs. Shreekalaivani is from HRD and Event Mangement System. Mrs. Shreekalaivani has completed Bachelor degree in Arts. She is not a Chairman/Member of any Committee of the Board. He does not hold any Equity shares of the Company. Mrs. Shreekalaivani is not related to any of the directors of the company. None of the directors or Key Managerial Personnel (KMP) of the Company is concerned or interested, financial or otherwise in this resolution.

Explanatory Statement in respect of the Special Business

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

ITEM NO: 4

Mr. R. Rajarajan, was co-opted as an Additional Director of the Company with effect from 30th May 2018 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting. Mr. R.Rajarajan is having more than 10 years of experience in IT, Technical and Software Field, 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. R. Rajarajan, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

**ITEM NO: 5**

Mrs. Mrs.Shreekalaivani, was co-opted as an Additional Director of the Company with effect from 30th May 2018 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting. Mrs.Shreekalaivani is having more than 5 years of experience in HR Department and Even Management field, considering her experience and her valuable contribution to the company, the Directors are of the opinion that her continuance as Director will be of immense benefit to the company. Hence this Ordinary Resolution is being placed before the members for approval. Except Mrs.Shreekalaivani, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

ITEM NO: 6

Mrs. Shreekalaivani, is a Non-Executive Independent Director of the company. She joined the Board of Directors of the company on 30.05.2018 Mrs. Shreekalaivani is having more than 5 years of experience in HR Department and Even Management field, considering her experience and her valuable contribution to the company, the Directors are of the opinion that her continuance as Director will be of immense benefit to the company. Hence this Ordinary Resolution is being placed before the members for approval. Except, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

ITEM NO: 7

The Companies Act, 2013 aims to ensure transparency in the transactions while dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement with the related party, the Company shall obtain prior approval of the Audit Committee and the Board of Directors and prior approval of the shareholders, if the said transactions are not, in the ordinary course of business and at arm's length price or exceeding the prescribed limits.

Your Company is listed in BSE LTD and as a matter of abundant precaution and good corporate governance, the Board of Directors have proposed to obtain approval of shareholders in this regard although the transactions entered by the Company with the Related Parties are in the ordinary course of business. All the prescribed disclosures / particulars of contracts / arrangements / transactions as required to be given under the provisions of the Companies Act, 2013 and the SEBI (LODR) are given below for kind perusal of the members:

In order to sustain quality standards of the Company, in the best interest of the Company and its shareholders, major transactions of the Company pertaining to services have been since long with M/s. Noni Biotech Pvt. Ltd . Considering the prevailing market trend these transactions will continue in the year 2018 and thereafter.

A summary of transactions carried out with Noni Bitoech Pvt.Ltd during the financial year 2018-19 are as under

Related Party	Nature of Transaction	Name of the Related Party	Transaction Value	Turn over in %	Projected RPT Proposed for Approval		
Noni Biotech Pvt. Ltd	Buy/Sale of Divine Noni Herbal Cosmetic Products	Noni Biotech Pvt. Ltd.	356.09 Lakhs	71.22%	80%	5%	5%