



# Wellness **NONI** Limited

(formerly RGN Securities and Holdings Limited)

Ref: WNL\BSE\COMP\2016-17-17

1<sup>st</sup> October 2016

To,

**Bombay Stock Exchange,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Subject: 24<sup>th</sup> Annual General meeting - Compliance as required under SEBI (Listing Obligations and Disclosure) Regulations, 2015

Dear Sir,

The 24<sup>th</sup> Annual general Meeting of the Company was held on 30<sup>th</sup> September 2016. Please find enclosed the following:

1. Annexure A - Summary of proceedings as required under Regulation 30 Part A of Schedule III of SEBI (Listing Obligations and Disclosure) Regulations, 2015;
2. Annexure B - Annual Report for the FY 2015-16 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure) Regulations, 2015, as duly approved and adopted by the members at the Annual General Meeting as per the provisions of Companies Act, 2013.

This is for your information, records and necessary action. Kindly acknowledge receipt.

Thanking you,

Yours faithfully,  
**For Wellness Noni Ltd**

  
**(S.Kala)**  
Chairperson



# Wellness **NONI** Limited

(formerly RGN Securities and Holdings Limited)

## ANNEXURE - A

### SUMMARY OF PROCEEDINGS OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF WELLNESS NONI LTD HELD AT "LIFE SUCCESS ACADEMY"4, ELITE PLAZA, KOYEMBEDU, CHENNAI 600107 ON 30<sup>th</sup> SEPTEMBER, 2016 AT 11.30 AM

The 24<sup>th</sup> Annual General Meeting of Members of Wellness Noni Ltd was held at "Life Success Academy" No4, Elite Plaza, Koyembedu, Chennai 600107 on 30<sup>th</sup> September, 2016 at 11.30 AM 20 members were present in person and Mrs.S.Kala ,Director,chaired the meeting.

Mrs.S.Kala then welcomed the Members to the Twenty Fourth Annual General Meeting. After ensuring the requisite quorum for the meeting was present, she called the meeting to order. The members were informed that the requisite Registers and the documents referred to in the notice of Annual General meeting were available for inspection during the meeting.

Mrs.Kala addressed the members by giving an overview of the performance of the Company, followed by an insight on the future outlook. With the permission of the members, the Notice calling AGM, the Auditor's report and the Directors' report were taken as read. The Chairperson informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and who had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting through Poll.

The following items of business, as provided in the Notice of AGM, were transacted at the meeting:



# Wellness **NONI** Limited

## Ordinary Business

(formerly RGN Securities and Holdings Limited)

1. Adoption of Financial Statement, reports of Board of Directors and Auditors thereon.
2. Re - appointment of Prof. Purathur Ignatius Peter as Director of the company, who retires by rotation.
3. Ratification of appointment of Statutory Auditors.

## Special Business

1. Appointment of Prof. Purathur Ignatius Peter as Managing Director of the Company

The queries raised by the members were clarified.

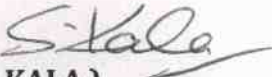
M/s. M Damodaran & Associates, Practising Company Secretaries (Membership No. FCS 5837, COP 5081) was appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The members were informed that the results of the meeting shall be declared within two days and the same shall be placed on the website of the Company, website of CDSL and that of Bombay Stock Exchange.

The AGM concluded with a vote of thanks to the Chair.

The Scrutinizer's report was received and all the above resolutions as set out in the notice were passed with requisite majority.

**For WELLNESS NONI LTD,**

  
**(S.KALA )**  
**CHAIRPERSON**

New No.6, Old No.12,  
Appavoo Gramani 1st Street,  
Mandaveli,  
(Opp. to Church Near by BSNL Office)  
Chennai - 600 028.  
Ph : 044-4360 1111  
E-mail : secretarial@mdassociates.co.in  
accounts@mdassociates.co.in



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.  
Mobile:98412 81693

**CONSOLIDATED SCRUTINIZER'S REPORT**  
**(REMOTE E-VOTING & INSTA POLL)**

[Pursuant to Section 108 of the Companies Act, 2013 and  
Companies (Management and Administration) Rules, 2014 as amended and the provisions  
of Regulation 44 of the SEBI (LODR) Regulations 2015]

To,

The **Chairman** of 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Wellness Noni Limited (CIN: L74990TN1992PLC023697) held on Friday, the 30<sup>th</sup> September 2016 at 11.30 A.M at "Life Success Academy," No 4, Elite Plaza, E Road, Koyambedu, Chennai-600 107.

Dear Sir,

1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Velayudaraja Street, Mandavelipakkam, Raja Annamalai Puram, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of Wellness Noni Limited (the company) for the purpose of :

(i)Scrutinizing the e-voting process (remote e- voting) under the provisions of Section 108 of The Companies Act 2013 (the 2013 Act ) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and the provisions of Regulation 44 of the SEBI (LODR) Regulations 2015.

(ii) Poll through ballot paper (Insta Poll) under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 24<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on Friday, the 30<sup>th</sup> September 2016 at 11.30 A.M.at "Life Success Academy," No 4, Elite Plaza, E Road, Koyambedu, Chennai -600 107.

2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by Ballot paper (Insta Poll) at the AGM] for the resolutions contained in the Notice to the 24<sup>th</sup> AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by remote e-voting and Insta Poll at AGM) is restricted to make a consolidated scrutinizer's report of the voted cast "in favor "or "against" the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.





**Results of E-Voting and Insta Poll of M/s Wellness Noni Limited**

Item No: 1

Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors for the FY 2015-16.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	8	8	1621700	100	0	0	0	100
E-Voting	2	2	3000	100	0	0	0	100
Total	10	10	1624700	100	0	0	0	<b>100</b>

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0





Item No: 2

Re-appointment of Prof. Purathur Ignatius Peter (DIN: 00870946) as Director, who retires by rotation.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	8	8	1621700	100	0	0	0	100
E-Voting	2	2	3000	100	0	0	0	100
<b>Total</b>	<b>10</b>	<b>10</b>	<b>1624700</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100</b>

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
<b>Total</b>	<b>0</b>





Item No: 3

Appointment of M/s. SWAROOP ANAND & Co., Chartered Accountants (FRN: 4324) as the statutory auditors of the Company for the year 2016-17.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	8	8	1621700	100	0	0	0	100
E-Voting	2	2	3000	100	0	0	0	100
Total	10	10	1624700	100	0	0	0	<b>100</b>

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0





Item No: 4

Appointment of Prof. Purathur Ignatius Peter, (DIN:00870946) as Managing Director of the Company

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	8	8	1621700	100	0	0	0	100
E-Voting	2	2	3000	100	0	0	0	100
<b>Total</b>	<b>10</b>	<b>10</b>	<b>1624700</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100</b>

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
<b>Total</b>	<b>0</b>







**M. DAMODARAN & ASSOCIATES**

**Practicing Company Secretaries**



3. The electronic data and all other relevant records relating to e voting is under my safe custody and will be handed over to the any one of the director for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,



M. Damodaran & Associates  
Practicing Company Secretary

Date: 01.10.2016

Place: Chennai

*We provide Holistic  
Corporate Legal Consultancy*