

# **Annual Report 2010 - 2011**

## **WELLNESS NONI LIMITED**

(formerly RGN Securities and Holdings Ltd)

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

Phone : 91-44- 4901 1111 Fax : 91-44-4901 1145

E-mail : [mail@wellnessnoni.net](mailto:mail@wellnessnoni.net) Visit : [www.wellnessnoni.net](http://www.wellnessnoni.net)

## **Wellness Noni Limited**

### **BOARD OF DIRECTORS**

Dr. P. I. Peter	- Director
Mrs.Kala	- Director
Mrs.K.Deviprabha	- Director
Mr.M.Siva Kumar	- Director
Mr.A.Arunachalam	- Director
Mr.T.Thanigaikumar	- Director
Mr.S.Sridharan	- Director

### **Statutory Auditors :**

B. Balasubramaian  
Chartered Accountants  
52-North Mada Street,  
First Floor, Nungambakkam,  
Chennai - 600 034.

### **Bankers :**

State Bank of India

### **Registrar and Transfer Agents**

**Knack Corporate Services Pvt.Ltd**  
17/9, Thiruvengadam Street, Mandaveli,,  
Chennai 600 028  
Tel: 044 - 24614424/24615006  
Fax: 044 - 42100092  
E-Mail: knackcorp@gmail.com

# **WELLNESS NONI LIMITED**

(RGN Securities and Holdings Ltd)

Registered Office: No.12, Rajiv Gandhi Road, Perungudi, Chennai - 600096

## **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the Nineteenth Annual General Meeting of the shareholders of M/s. WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Ltd) will be held on Wednesday the 28th day of September 2011 at 27, Love, Peace, Harmony Hall, Rajiv Gandhi Road, Sreenivasa Nagar, Perungudi, Chennai - 600096 at 10.30 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 2011, the Balance Sheet as at that date and the Auditor's Report thereon.
2. To elect a director in place of Mr. P I Peter who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Statutory Auditors and fix their remuneration. Mr. B. Balasubramanian., Chartered Accountant, Chennai, the retiring Auditor of the Company is eligible for reappointment and offers himself for reappointment.

### **SPECIAL BUSINESS**

4. To Consider and if thought fit to pass the following Resolution with or without modification as a Ordinary Resolution.

"RESOLVED THAT Ms. Manayankatha Deviprabha, who was appointed as an Additional Director of the Company with effect from 18th November 2010 at the meeting of the Board of Directors of the Company and who holds office till the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director liable to retire by rotation

5. To Consider and if thought fit to pass the following Resolution with or without modification as a Ordinary Resolution.

"RESOLVED THAT Mr. Thirunvukarasu Thanigaikumar, who was appointed as an Additional Director of the Company with effect from 1st April 2011 at the meeting of the Board of Directors of the Company and who holds office till the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director liable to retire by rotation

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

"RESOLVED THAT Mr. Arunachalam Andimuppanar, who was appointed as an Additional Director of the Company with effect from 1st April 2011 at the meeting of the Board of Directors of the Company and who holds office till the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director liable to retire by rotation.

## Wellness Noni Limited

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

"RESOLVED THAT Mr. Sridhar Soundararajan, who was appointed as an Additional Director of the Company with effect from 1st April 2011 at the meeting of the Board of Directors of the Company and who holds office till the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director liable to retire by rotation

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

"RESOLVED THAT Mr. Siva Kumar Mariappan, who was appointed as an Additional Director of the Company with effect from 1st April 2011 at the meeting of the Board of Directors of the Company and who holds office till the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director liable to retire by rotation

9. To Consider and if thought fit to pass the following Resolution with or without modifications as a Special Resolution

"RESOLVED THAT pursuant to Section 163(1) and other applicable provisions, if any, of the Companies Act, 1956, the register of members, index of members, the register and index of debenture holders, if any, and copies of all annual returns prepared under Section 159 and 160 of the Companies Act, 1956, together with copies of certificates and documents required to be annexed thereto under Sections 160 and 161 of the Companies Act, 1956, be shifted from M/s. Knack Corporate Services Pvt. Ltd, 17/9, Thiruvengadam Street, Mandaveli, Chennai 600 028 to M/s. Cameo Corporate Services Limited., "Subramanian Building", 1, Club House Road, Anna Salai, Anna Salai, Chennai - 600002.

"RESOLVED FURTHER that registers, indexes, returns and copies of certificates and documents referred above be kept open for inspection between 3.00 p.m. to 5.00 p.m., on any working day for the registrar and transfer agent during Monday to Friday, except when the Registers and Books are closed under the provisions of the Act or the Articles of Association of the Company.

"RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby jointly and / or severally authorized, as the case may be, to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

Date : 03-08-2011  
Place : Chennai

By Order of the Board  
for WELLNESS NONI LIMITED

-SD-  
Dr. P.I. Peter  
Director

## Wellness Noni Limited

### WELLNESS NONI LIMITED

#### 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.
2. Revenue stamp for 15 paise 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. Explanatory Statement pursuant to the provisions of section 173 (2) of the Companies Act, 1956 is annexed
4. 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.
5. The Members are requested to notify immediately changes, if any, in their addresses to the Company, specifying full address in Block Capitals with Pin Code of the Post Office.
6. Members who are holding Company's shares in dematerialized form requested to bring details of their Depository Account Number for identification.
7. The Registrar of members and Share Transfer Books of the Company will remain closed from Monday 26.09. 2011 to Wednesday 28.09 2011 (both days are inclusive)
8. 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).
9. The equity shares of the Company are available for trading in dematerialized form (scripless trading in electronic form) through Depository Participants.
10. 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.
11. 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 this Annual General Meeting and Annual Report for the financial year 2010 -11, 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.

## Wellness Noni Limited

12. Information pursuant to clause 49 of the listing agreement in respect of proposed

01	Name	Ms. Manayankatha Deviprabha
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

02	Name	Mr. Thirunvukarasu Thanigaikumar
A	Date of Birth	31-08-1978
B	Date of Appointment	01-04-2011
C	Qualifications	B.Com
D	Expertise	DTP/Graphic Design
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

03	Name	Mr. Arunachalam Andimuppanar
A	Date of Birth	02-01-1965
B	Date of Appointment	01-04-2011
C	Qualifications	B.A (History)
D	Expertise	Pre-Press
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

## Wellness Noni Limited

04	Name	Mr. Sridhar Soundararajan
A	Date of Birth	17-03-1967
B	Date of Appointment	01-04-2011
C	Qualifications	B.Sc(physics); Diploma in Film Technology(DFT)
D	Expertise	Marketing
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

05	Name	Mr. Siva Kumar Mariappan
A	Date of Birth	11-05-1965
B	Date of Appointment	01-04-2011
C	Qualifications	B.Sc(botany)
D	Expertise	Accounts & Financial Control
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

## Wellness Noni Limited

### WELLNESS NONI LIMITED

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956 IS ANNEXED.

#### **Item No 4**

Mrs. Manayankatha Deviprabha was appointed as an Additional Director of the Company on 18th November 2010 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Ms. Manayankatha Deviprabha holds office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing her candidature for the office of Director liable to retire by rotation.

Mrs. Manayankatha Deviprabha does not hold any shares in the Company. None of the Directors of the Company except Ms. Manayankatha Deviprabha is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommend the Resolution at item no. 4 for your approval.

#### **Item No 5**

Mr. Thirunvukarasu Thanigaikumar was appointed as an Additional Director of the Company on 1st April 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Thirunvukarasu Thanigaikumar holds office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.

Mr. Thirunvukarasu Thanigaikumar does not hold any shares in the Company. None of the Directors of the Company except Mr. Thirunvukarasu Thanigaikumar is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommend the Resolution at item no. 5 for your approval.

#### **Item No 6**

Mr. Arunachalam Andimuppanar was appointed as an Additional Director of the Company on 1st April 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Arunachalam Andimuppanar holds office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.



## **Wellness Noni Limited**

Mr. Arunachalam Andimuppanar does not hold any shares in the Company. None of the Directors of the Company except Mr. Arunachalam Andimuppanar is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommend the Resolution at item no. 6 for your approval.

### **Item No 7**

Mr. Sridhar Soundararajan was appointed as an Additional Director of the Company on 1st April 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Sridhar Soundararajan holds office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.

Mr. Sridhar Soundararajan does not hold any shares in the Company. None of the Directors of the Company except Mr. Sridhar Soundararajan is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommend the Resolution at item no. 7 for your approval.

### **Item No 8**

Mr. Siva Kumar Mariappan was appointed as an Additional Director of the Company on 1st April 2011 at the meeting of the Board of Directors of the Company. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Siva Kumar Mariappan holds office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies Act, 1956, along with a requisite deposit, proposing his candidature for the office of Director liable to retire by rotation.

Mr. Siva Kumar Mariappan does not hold any shares in the Company. None of the Directors of the Company except Mr. Siva Kumar Mariappan is in any way concerned or interested in this Resolution.

The Board of Directors of your Company is of the opinion that her appointment would be beneficial to the Company and hence recommend the Resolution at item no. 8 for your approval.

### **Item No 9**

As required under the provisions of section 163 the Companies Act, 1956, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office of the Company is situated, with the approval of the members to be accorded by a special resolution.

## Wellness Noni Limited

The shares transfer agents registered under the SEBI (Registrar to an Issue and Share Transfer Agent) Regulation, 1993, as amended, provides the depository related services for The shares held in dematerialized form and also acts as the Share Transfer Agent for the shares held in the physical form. Hence, the approval of the members is sought in terms of Section 163(1) of the Companies Act, 1956, for keeping the aforementioned registers and documents at the office(s) of the registrar and transfer agents ('RTA') from M/s. **Knack Corporate Services Pvt. Ltd**, 17/9, Thiruvengadam Street, Mandaveli, Chennai 600 028 is the Registrar and transfer agents ('RTA'). To M/s. **Cameo Corporate Services Limited**, Subramanian Building", 1, Club House Road, Anna Salai, Anna Salai, Chennai - 600002

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Chennai, as required under the said Section 163 (1) of the Companies Act, 1956.

The Directors recommend the said resolution proposed vide Item no. 9 to be passed as special resolution by the members.

None of the Directors is concerned or interested in the said resolution.

Date : 03-08-2011  
Place : Chennai

By Order of the Board  
for WELLNESS NONI LIMITED

-SD-  
Dr. P.I. Peter  
Director

## Wellness Noni Limited

### WELLNESS NONI LIMITED

(Formerly Known As Rgn Securities and Holdings Ltd)

Registered. Office : No.12, Rajiv Gandhi Road, Perungudi, Chennai - 600 096.

#### DIRECTORS REPORT

To,  
The Members,  
M/s. WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Limited)  
Chennai.

The Directors of your company are pleased to present the 19th Annual Report of the company together with the audited accounts for the period ended 31st March 2011.

#### FINANCIAL RESULTS :

Year ended	31.3.2011	31.03.2010
Turnover	10,20,460.00	Nil
Profit before depreciation	1,38,967.17	(92,060.00)
Depreciation	55,176.82	11, 567.00
Profit after Depreciation	83,790.35	(1,03,627.00)

#### OPERATIONS

Since there is no scope in the existing business of the company, as mentioned in earlier Board Reports, the Board of Directors have decided to start a new Business by marketing NONI based products in the Market. Even though, the Board has initiated to start new business from the beginning of the financial year (April 2010) but the company has achieved the sales only during the last quarter of the financial year. By virtue of this, the company has earned profit during this year. The company will increase the turnover in the forthcoming years

During the financial year the Board of Directors have altered the main object clause of Memorandum of Association of the company and existing other objects (III C 7 to 14) is being inserted as a main object and renumbered as Clause III A and according to the revised main object of the company, the company name has been changed to M/s .WELLNESS NONI Limited and the same has been approved the shareholders of the company vide special resolution passed thru postal ballot. The main business segment consists of manufacturers of Noni Drink Concentrate which is made from the fruit Morinda citrifolia. Each of these herbs has its own health enhancing properties.

The Marketing is done through its Marketing division of the company. The wellness marketing is unique system of marketing wellness products like Wellness Noni by first creating customers and users and then converting the customers into a distributor who will share the real benefits of Noni with their friends and relatives.

## **Wellness Noni Limited**

### **BUSINESS OUTLOOK**

Your company has found a new avenue for expansion of new segments. In order to achieve this, the company has a plan to enter in to a lease agreement for taking lease on Plant and Machinery to manufacture NONI based product on its own. Further, the company has already enter into purchase agreement to buy raw materials from the other suppliers and the company is in the process of cultivating the noni fruits from the on its own infrastructure available with the company.

### **DIVIDEND**

To strengthen the capital base, Your Directors do not recommend any dividend for the financial year ended 31st Mach 2011.

### **CHANGE IN THE NAME OF THE COMPANY**

Your company name has been changed to M/s.WELLNESS NONI LIMITED .w.e.f 30-4-2011

### **DIRECTORS**

Mrs.Manayankatha Deviprabha, Mr. Thirunvukarasu Thanigaikumar, Mr. Arunachalam Andimuppanar, Mr. Sridhar Soundararajan and Mr. Siva Kumar Mariappan were appointed as the additional directors. They hold office up to the date of the Annual General Meeting. It is proposed to appoint Ms. Manayankatha Deviprabha, Mr. Thirunvukarasu Thanigaikumar, Mr. Arunachalam Andimuppanar, Mr. Sridhar Soundararajan and Mr. Sivakumar Mariappan as Director of the Company at the ensuing Annual General Meeting. The Board of Directors commends his appointment

Mr. P I Peter is retiring by rotation and being eligible offers himself for re-appointment.

### **PUBLIC DEPOSITS**

During the year under review, the Company has neither invited nor received any deposits from the public.

### **AUDITORS**

The retiring auditor Mr. B. Balasubramanian. has expressed willingness to continue in office, if appointed. He has furnished to the Company a certificate of his eligibility for appointment as auditors, pursuant to section 224 (1B) of the Companies Act, 1956.

### **AUDITORS' REPORT**

The Report of the Auditors being self-explanatory needs no further comments.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, to the best of their knowledge and belief, confirm that:

## **Wellness Noni Limited**

- i. that in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- ii. that the selected accounting policies were applied consistently and the directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2011 and of the profit/loss of the Company for the year ended on that date;
- iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. that the annual accounts have been prepared on a going concern basis.

### **DISCLOSURES OF PARTICULARS OF CONSTITUTING "GROUP" PURSUANT TO REGULATION 3(1)(E) OF THE SEBI(SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 1997.**

Pursuant to information from the promoters, the name of the promoters and entities comprising group as defined under Monopolies and restrictive Trade Practice (MRTP) Act, 1969, are as under for the purpose of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

#### **PROMOTERS**

1. M/s. NONI BIOTECH PRIVATE LIMITED  
(formerly M/s.Webfund Foundation Pvt.Ltd)
2. Prof.P.I. PETER

#### **COMPLIANCE CERTIFICATE UNDER CLAUSE 49 OF THE LISTING AGREEMENT :**

A certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

#### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

	2011	2010
Foreign exchange out go	Nil	Nil
Foreign exchange earnings on FOB basis	Nil	Nil

#### **INFORMATION AS PER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956.**

The Company has no activity relating to conservation of energy or technology absorption.

## **Wellness Noni Limited**

### **PARTICULARS OF EMPLOYEES**

There are no employees drawing remuneration in excess of monetary ceiling prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of Employees) Rules, 1975 during the financial year 2010-2011.

### **INDUSTRIAL RELATIONS**

Industrial relations continued to be cordial

### **LISTING**

The securities of the Company are listed on the Bombay Stock Exchange Limited and Madras Stock Exchange Limited. The Company has duly paid the listing fees to all the aforesaid Stock Exchanges for the year 2010-11

### **CORPORATE GOVERNANCE**

The Company has complied with the mandatory provisions of Corporate Governance as prescribed under the Listing Agreement of the Stock Exchanges, with which the Company's shares have been enlisted. A separate Report on Corporate Governance is enclosed as a part of this Annual Report. A certificate as to Compliance of the conditions of Corporate Governance as stipulated under Clause-49 of the Listing Agreement is annexed to the Report on Corporate Governance.

### **SECRETARIAL COMPLIANCE CERTIFICATE UNDER 383A OF THE COMPANIES ACT, 1956**

The Compliance Certificate received in accordance with the provisions of Section 383A(i) (a) read with the Companies (Compliance Certificate) Rules 2001 is annexed to the Director's Report. The above said Compliance Certificate is self-explanatory and needs no comments.

### **ACKNOWLEDGEMENTS**

The Board placed on record its appreciation for the assistance and co-operation received from the Banks and Government Authorities.

The Board also places on record its gratitude to the employees at all levels for their commitment and dedicated efforts. The Directors are also thankful to the shareholders for their continued support to the Company.

For and on Behalf of the Board of Directors

Place : Chennai  
Date : 03. 08.2011

P.I. Peter  
Director

S Kala  
Director

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management of WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Ltd) presents the Industry Overview, Opportunities and Threats, Initiatives by the Company and overall strategy of WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Ltd) for the year 2010-2011 and its outlook for the future. This outlook is based on assessment on the current business environment; it may vary due to future economic and other developments.

This Management Discussion and Analysis statement of the Annual Report has been included in adherence to the spirit enunciated in the code of Corporate Governance approved by the Securities and Exchange Board of India.

### **Introduction :**

WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Ltd) has been entered in the business of manufacturing and Marketing of Noni based Fruit Juice Concentrate. These products are considered Food supplementary and harmless to the human being.

### **Macro - Economic Developments :**

India is on the verge of witnessing a sustained growth in infrastructure build up. The construction industry has been witness to a strong growth wave powered by large spends in housing, road, ports, water supply and airport development. The construction sector has registered double digit growth during the last few years and its share as a percentage of GDP has increased considerably as compared to the last decade.

After a slowdown in last fiscal order inflows in the construction industry registered a healthy growth in 2010. Real estate investments account for majority of the total construction investments. Demand-supply gap for residential housing, favourable demographics, rising affordability levels, availability of financing options as well as fiscal benefits available on availing of home loan are the key drivers supporting the demand for residential construction. In addition to this, demand for office space from IT/BPO segment is expected to continue due to emergence of India as a preferred outsourcing destination. Also, boom in organized retail is expected to result in huge demand for real estate construction. As per the ASSOCHAM, the Indian real estate industry size is pegged at US\$ 16 bn and growing at the rate of 30% per annum.

### **Industry structure & Development :**

India is the second largest producer of food in the world. Whether it is canned food, processed food, food grains, dairy products, frozen food etc, the Indian agro industry has a huge potential, the significance and growth of which will never cease. A few years ago, companies struggled to sell packaged foods and food supplements. But now it is much easier to break into the Indian market because of a younger population, higher incomes, new technologies and a growing middle class, estimated at 50 million households. An average Indian spends around 53 per cent of his/her income on food. The domestic market for processed foods is not only huge but is growing fast in tandem with the economy. It is estimated to be worth \$90 billion. Processed Food Manufacturing companies are required to be persistent and must adapt products to the Indian cultural preferences. With modernization, innovation and incorporation of latest trends and technology in the entire food chain as well as agro-production, the total production capacity of agro products in India and the world is likely to double by the next decade.

## **Wellness Noni Limited**

### **Opportunities & Threats :**

The company deals in Noni based Fruit Juice Concentrate goods like health drink; Noni based processed food products. There is a positive support from the Government for manufacturing of Agro based processed food products. Moreover, the Indian Government is providing stimulus wherever possible by cutting taxes and duties and granting of Subsidies, in order to increase the consumption among the consumer fraternity. Since the company is manufacturing Agro based processed food products, timely availability of raw material and failure of crops is a threat to your Company.

### **Segment-wise analysis :**

Your company is concentrating in only one segment i.e., Manufacturing and trading of Agri based Food Products.

### **Outlook**

The scenario is rapidly changing nationally and internationally. In the domestic market with growing urbanization, burgeoning middle class, rising income, emergence of organized retailing, the consumer mindset and preferences are evolving towards value-added packaged and branded products. The international scenario for processed and packaged fruits and fruit supplements, vegetables is also undergoing a remarkable shift. India's capacity to produce international quality products is turning international demand to India.

The company is planning to introduce lot of noni base cosmetic products and those products are having good market both domestic and international market.

Our endeavour to drive organic growth is driven by a two pronged strategy. Firstly we are focusing on expanding the number and variety of products offered to customers across categories based upon focused research and consumer feedback. Secondly, our thrust is on enhancing distribution and presence in the country.

### **Risks and Concerns :**

The key risks that affect the functioning of the company and are considered for risk management activities are :

- \* Seasonal Fluctuations/Failure of Crops
- \* Economic depression and inflation
- \* Shelf life of the products of the company
- \* Availability and cost of power
- \* Inadequate cold chain storage infrastructure
- \* Weak Supply Chain

### **Internal control systems and their adequacy :**

Your company has in place, adequate internal control systems and procedures commensurate with the size and nature of our business. The system is designed to adequately ensure that financial and other records are reliable for preparing information and other data and for maintaining accountability of assets.

### **Cautionary Statement :**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections are forward looking statements and progressive within the meaning of applicable security laws and regulations. Actual results may vary depending upon economic conditions, Government policies and other incidental/related factors.



## Wellness Noni Limited

### REPORT ON CORPORATE GOVERNANCE COMPLIANCE WITH CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

In terms of Clause 49 of the Listing Agreement of the Stock Exchanges, the compliance Report on Corporate Governance (in the prescribed format), along with the Certificate of Statutory Auditors (Attached)) is given as under :

#### Philosophy on code of Governance

WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Limited) is committed to standards of Corporate Governance in all activities.

#### Board composition

1. Size of the Board and Independent Directors

The Board, has currently Seven Members comprising Seven non-executive Directors. The present Board has seven non-executive directors.

#### Board Committees

1. The Committees of the Board

Currently, the Board has Two Committees - the Audit Committee, the Shareholders' Committee

a. Board of directors

- Composition and category of directors as of March 31, 2011 is as follows :

Category	No. of directors	%
Executive Directors	0	-
Non- Executive Directors	7	100

The Composition of Board, attendance of each Director at the Board Meetings held during the year under review as well as in the last Annual General Meeting and number of other Directorship/ Committee memberships held by them are as follows:-

Name of Address	Designaion and Category	No. of Board Meeting in the Year		Attendance of Last AGM	No. of directorship held in the Indian Companies	No. of Board Committee membership held in other Companies
		Held	Attended			
M.R.G. NAGHESEN	Non-Executive Director	09	01	Yes	2	Nil
DR. P.I. PETER	Non-Executive Director	09	09	Yes	3	Nil
S. KALA	Non-Executive Director	09	09	Yes	4	Nil
M. DEVIPRABHA	Non-Executive Director	09	07	No	2	Nil

## Wellness Noni Limited

Note: Mr. MRG Naghesan resigned from the Board with effect from 18th November 2010 and Mrs. Manayankatha Deviprabha inducted to the Board with effect from 18th November 2010

Changes in the Board of Directors after 31-03-2011

Mr. Thirunvukarasu Thanigaikumar, Mr. Arunachalam Andimuppanar, Mr. Sridhar Soundararajan and Mr. Sivakumar Mariappan were inducted to the Board with effect from 01-04-2011.

Further the Board of Directors would like to inform the members that none of the directors are disqualified to act as directors of this company or any other public company under Section 274(1)(g) and other applicable provisions of the Companies Act, 1956.

The requisite information as prescribed under Clause 49 of the Listing Agreement is placed before the Board from time to time and is generally provided as part of the Agenda papers of the Board Meeting and /or is placed at the table during the course of the meeting.

The Board of Directors met Nine (09) times on 30-04-2010, 30-07-2010, 28-08-2010, 09-09-2010, 01-10-2010, 29-10-2010, 18-11-2010, 24-01-2011 and 17-02-2011 and in respect of which proper notices were given and the proceedings were properly recorded and signed, in the Minutes Book maintained for the purpose.

The Annual General Meeting for the financial year ended on 31-03-2010 was held on 30-09-2010 by giving due notice to the members of the Company and the resolutions passed there at were recorded in Minutes Book maintained for the purpose.

None of the Directors is related to each other

Equity Shares held by the Directors.

Name of the Directors	No. of Equity Shares as on 31st March 2011
-----------------------	--

DR. P.I. PETER	-NIL-
----------------	-------

Any other Director	- NIL-
--------------------	--------

There are no other shares or convertible instruments held by any other directors

Information about the Directors proposed to be appointed/ re-appointed required to be furnished pursuant to Clause 49 of the listing agreement with the Stock Exchanges is forming part of the notice of the Fourteenth Annual General Meeting to the shareholders of the Company

### **b. AUDIT COMMITTEE**

As per the requirement of Part II of Clause 49 of the Listing Agreement the Company has formed an Audit Committee. Mr. M.Siva Kumar, Chairman of the Audit Committee.

" Brief description of terms of reference

The Committee reviews the quarterly, half-yearly and annual financial statements before they are submitted to the Board.

Overall assessment of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

Recommending the appointment of external auditor, fixation of audit fee and also approval for payment for any other services.

Present Composition of committee

## Wellness Noni Limited

The Company has an Audit Committee of the Board consisting of three "Non-Executive and Independent Directors as members as detailed below and all members have adequate financial and accounting knowledge.

Mr. Sivakumar Mariappan, Chairman  
Mr. Arunachalam Andimuppanar, Member  
Mr. Sridhar Soundararajan, Member  
Mrs. Kala, Member

### Changes in the Composition of Committee

Due to resignation of Mr.MRG Naghesan from the Board and induction of Mrs. Manayankatha Deviprabha, the audit committee was reconstituted as follows with effect from 18th November 2010

1. Mrs. Manayankatha Deviprabha, Chairman
2. Mr. Purathur Ignatius Peter, Member
3. Mr. Kala Srinivasa Raghavan, Member

Again with the induction of Mr. Thirunvukarasu Thanigaikumar, Mr. Arunachalam Andimuppanar, Mr. Sridhar Soundararajan and Mr. Sivakumar Mariappan to the Board with effect from 1st April 2011, the audit committee is reconstituted as follows.

Mr. Sivakumar Mariappan, Chairman  
Mr. Arunachalam Andimuppanar, Member  
Mr. Sridhar Soundararajan, Member  
Mrs.Kala, Member

The Audit Committee met five (05) times during the year (i.e) 30-04-2010, 30-07-2010, 27-08-2010, 29-10-2010 and 24-01-2011 and the details of the number of meetings held and attendance record of the members are as follows for the year 2010-2011

Director	Held	Attended
Mr. G Naghesen	5	1
P.I. Peter	5	5
S. Kala	5	5
Manayankatha Deviprabha	5	3

Note : M R G Naghesen has resigned from the Board with effect from 18th November 2010 and Ms. Manayankatha Deviprabha inducted to the Board with effect from 18th November 2010.

### **REMUNERATION COMMITTEE**

Remuneration committee as contemplated under the listing agreement is presently non-mandatory and hence not constituted

Remuneration for the year

The Company has not paid any remuneration to its Directors during the year 2010-2011

### **C. SHAREHOLDERS COMMITTEE**

A. Sub-Committee of the Board of directors of the Company consisting of Mr Sridhar Soundararajan (Chairman of the Committee)

" Brief description of terms of reference

## Wellness Noni Limited

The terms of reference of this Committee encompasses formulation of shareholders'/investors' servicing policies, looking into redressal of shareholder and investors complaints viz., transfer of shares, non receipt of balance sheet, etc., and deciding on any other matter as may be required in connection with the shareholders'/investors servicing and redressal of their grievances.

The Board has delegated the power of Share Transfer to Registrar & Share Transfer agents, who process the transfers. The Committee also looks after the performance of the Registrar and Transfer Agents of the Company.

### Composition of Committee and its changes

The present Members of the Company's Shareholders' Committee are:

Mr. Sridhar Soundararajan, Chairmen  
Mr. Arunachalam Andimuppanar, Member  
Mr. Thanigaikumar Thirunvukarasu, Member  
Mrs. Deviprabha, Member

Due to resignation of Mr.MRG Naghesan from the Board and induction of Ms. Manayankatha Deviprabha, the audit committee was reconstituted as follows with effect from 18th November 2010

1. Mr. Purathur Ignatius Peter, Chairman
2. Ms. Manayankatha Deviprabha, Member
3. Mr. Kala Srinivasa Raghavan, Member

Again with the induction of Mr. Thirunvukarasu Thanigaikumar, Mr. Arunachalam Andimuppanar, Mr. Sridhar Soundararajan and Mr. Sivakumar Mariappan to the Board with effect from 1st April 2011, the audit committee is reconstituted as follows.

Mr. Sridhar Soundararajan, Chairmen  
Mr. Arunachalam Andimuppanar, Member  
Mr. Thanigaikumar Thirunvukarasu, Member  
Mrs.Deviprabha, Member

### **B. Name and designation of Compliance Officer**

Prof. P I Peter

Number of shareholders complaints received, number not solved to the satisfaction of the shareholder and number of pending transfers - No Complaints has been received during the year under.

Representatives of your company are continuously in touch with Trident Investment and Portfolio Services Private Limited, Share Transfer Agents of the Company, and review periodically the outstanding complaints.

### **c. General Meetings :**

Location and time for the last three Annual General Meetings

Year	Date	Time	Venue
2007-2008	29.09.2008	11.00 A.M	85, First Main Road, Gandhi Nagar, Adyar, Chennai-600 020
2008-2009	30.09.2009	11.00 A.M	85, First Main Road, Gandhi Nagar, Adyar, Chennai-600 020
2009-10	30-09-2010	10.00 A M	85, First Main Road, Gandhi Nagar, Adyar, Chennai-600 020

## **Wellness Noni Limited**

### **POSTAL BALLOT**

None of the subjects placed before the shareholders in the last annual general meeting required approval by a postal ballot.

The Company has passed Special Resolution for change of Name of the company from M/s. RGN Securities and Holdings Limited to Wellness Noni Limited and special Resolution for alteration of object class through postal ballot on 30th March 2011.

### **Disclosures**

Disclosures on materially significant Related Party Transactions that may have potential conflict with the interest of the company at large.

During the year, the Company has not entered into any transaction of material nature with the directors, their relatives or management which were in conflict with the interest of the Company.

Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. -NIL

### **d. Means of communication**

- a) The un-audited Financial Results on quarterly basis subject to Limited Review by the Auditors of the Company, are taken on record by the Board of Directors at its meeting within one month of the close of every quarter/half year respectively and the same are furnished to all the Stock Exchanges where the Company's Shares are listed. Results of the Company were published in the newspapers viz., Trinity Mirror and the Tamil version of the financial results in a Tamil daily viz., Makkal Kural.
- b) Management's Discussions & Analysis forms part of this Annual Report, which is also being posted to all the shareholders of the Company.

### **COMPLIANCE WITH CLAUSE 49**

#### **Mandatory Requirements**

The Company has complied with all the applicable mandatory requirements of the revised Clause 49.

#### **Non-Mandatory Requirements**

The Company has not adopted other non-mandatory requirements.

### **Shareholder Information**

A separate Section has been included in the Annual Report furnishing various details, viz., time and venue of Annual General Meeting, share price movements, financial calendar, BSE Index, etc.

For and on Behalf of the Board of Directors

Place : Chennai  
Date : 03-08-2011

Dr. P.I. Peter  
Director

## Wellness Noni Limited

### CHIEF EXECUTIVE OFFICER (CEO) / CERTIFICATION

I, P.I. PETER, Director of WELLNESS NONI LIMITED (Formerly Known as R.G.N. SECURITIES AND HOLDINGS LIMITED), to the best of our knowledge and belief hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee:
  - (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board

Dr. P.I. Peter  
Director

Dated: 3rd August 2011  
Place : Chennai

## Wellness Noni Limited

### SHAREHOLDERS' INFORMATION

#### General Shareholder Information :

1. AGM: Date and venue  
Wednesday, 28th September 2011, at 10.30 a.m. at  
No.27, Love Peace Harmony Hall, Rajiv Gandhi Road,  
Perungudi, CHENNAI - 600096
2. Date of Book Closure  
26th September 2011 to 28th September 2011
3. Financial Calendar  
Financial Reporting for 2010-2011  
First Quarter June 30, 2011 : on or before July 31,2011  
Second Quarter Sep..30,2011 : on or before Oct31,2011  
Third Quarter Dec. 312011: on or before Jan.31,2012  
Fourth QuarterMar. 31, 012 : on or before Apr.30,2012  
AGM for year ending March 2012: September 2012
4. Registrar and Transfer Agents  
M/s. Knack Corporate Services Pvt. Ltd  
17/9, Thiruvengadam Street, Mandaveli,  
Chennai - 600 028  
Tel. : 044 - 24614424/24615006  
Fax: 044 - 42100092  
E-Mail: knackcorp@gmail.com
5. Share Capital Details  
Authorised 60, 00,000 equity shares of Rs.10/ each  
Paid Up Capital 32, 00,000 equity shares of Rs.10/- each
6. Listing of Company's Shares  
i) Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400 001  
  
ii) The Madras Stock Exchange Limited  
P.B. No. 183, No. 11, Second Line Beach  
Chennai - 600 001
7. GDR/ADR/WARRANTS  
The Company has not issued any GDR/ADR and the company  
does not have any outstanding warrants or other convertible  
instruments.

#### Dematerialisation of Equity Shares

As on 31st March 2011, out of total 32,00,000 Equity Shares of the Company 23,45,400 Equity Shares representing 73.29% of total shares have been dematerialised.

#### STOCK MARKET DATA

Bombay Stock Exchange Limited

Trading in the securities of the Company has been suspended and the company is taking necessary steps in this regard to comply with necessary formalities.

## Wellness Noni Limited

### Madras Stock Exchange Limited

There has been no trading in the shares of the Company during the year under review.

### Nomination Facility :

The Companies Act, 1956 and the Rules prescribed there under provides for nomination of shares. The shareholders can now nominate a person with whom the shares shall vest in the event of death of the shareholders. The nomination can be made only by individuals holding shares of the company either in sole name or jointly with another (not exceeding one joint holder). The nominee shall be individual. In the case of nominee being a minor he/she may be represented by his/her natural guardian or a court appointed guardian. The transfer of shares in favour of a nominee shall be a valid discharge by the company against the legal heirs. The nomination shall stand rescinded upon transfer of shares. The nomination by a shareholder can be changed or cancelled at any time by giving due notice and upon execution of a fresh nomination form.

### Communication

All share transfers should be forwarded to the Registrars & Share Transfer Agents of the Company. All communications should be forwarded to the Registered Office of the Company marked to the attention of the Managing Director.

### DISTRIBUTION OF SHAREHOLDING (AS AT THE YEAR END)

No. of Equity Shares held	2010-11			
	No. of Share - holders	% of Share - holders	No. of Shares held	% of Shares holding
1 - 5,000	532	82.48	79400	2.48
5,001 - 10,000	46	7.13	40500	1.27
10,001 - 20,000	14	2.17	20600	0.64
20,001 - 30,000	9	1.40	22100	0.69
30,001 - 40,000	5	0.78	17000	0.53
40,001 - 50,000	3	0.47	16000	0.50
50,001 - 1,00,000	6	0.93	46800	1.46
1,00,000 AND ABOVE	30	4.65	2957600	92.43
Total	645	100.00	3200000	100.00



**Wellness Noni Limited**

**Share holding pattern as on 31.03.2011**

CATEGORY	NO. OF SHARES HELD	PERCENTAGE OF SHARE HOLDING
<b>A. PROMOTERS HOLDING</b>		
<b>1. PRMOTERS</b>		
- INDIAN PROMOTERS	1500400	46.89
- FOREIGN PROMOTERS	---	---
PERSONS ACTING IN CONCERT	---	---
SUB - TOTAL	1500400	46.89
<b>B. NON-PROMOTERS HOLDING</b>		
<b>2. INSTITUTIONAL INVESTORS</b>		
a. Mutual Funds and UTI	---	---
b. Bank, FII's. Insurance Companies (Central/state Govt. Institutions/ Non-Government Institutions)	---	---
c. Foreign Institutional Investors	---	---
Sub-Total	---	---
<b>3. OTHERS</b>		
a. Private Corporate Bodies	221400	6.92
b. Indian Public	1478200	46.19
c. NRIs/OCBs	---	---
d. Any Other	---	---
Sub Total	1699600	53.11
Grant Total	3200000	100.00

**AUDITOR'S CERTIFICATE**

To

The Members of WELLNESS NONI LIMITED

I have examined the compliance of conditions of Corporate Governance by WELLNESS NONI LIMITED for the year ended 31.03.2011 , as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has broadly complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing.

We state that no investor grievance(s) against the Company is/are pending exceeding one month as per records maintained by the shareholders' Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

PLACE : CHENNAI - 34.

DATE :

B. BALASUBRAMANIAN  
CHARTERED ACCOUNTANT

## Wellness Noni Limited

### **AUDITORS REPORT TO THE MEMBERS OF M/S. WELLNESS NONI LIMITED**

(FORMERLY KNOWN AS RGN SECURITIES AND HOLDINGS LIMITED)

I have audited the attached Balance Sheet of M/s. Wellness Noni Ltd as on 31st March, 2011 and Profit and loss account for the year ended as on that date, both signed by me under reference to this report. These financial statements are the responsibility of the Management of the Company. My responsibility is to express an opinion on these financial statements based on my Audit. I have conducted the Audit in accordance with auditing standards generally accepted in India. Those standards require that I plan and perform the Audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An Audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the functional statements. An Audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

- A. As required by the Company (Auditor's Report) Order, 2003 issued by the Government of India in terms of section 227 (4A) of the Companies Act, 1956, and on the basis of such checks as I considered appropriate and according to the information and explanations given to me during the course of Audit, I enclosed in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
- B. Further, to my comments in the annexure referred to in the paragraph 'A' above, I report that,
- 1) I have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of my Audit.
  - 2) In my opinion, the company has kept proper books of account as required by law so far as appears from my examination of those books.
  - 3) The balance Sheet and Profit And Loss Account dealt by this report are in agreement with the Books of Account.
  - 4) In my opinion, the Profit and Loss Account and the Balance Sheet of the company comply with the Mandatory accounting standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956,
  - 5) Based on the representations made by the Directors of the Company and taken on record by the Board of Directors I report that, directors of the company do not prima facie have any disqualification as referred to in clause (g) of sub-section (1) to Section 274 of the Act.
  - 6) In my opinion and to the best of my information and according to the explanations given to me, the aforesaid Balance Sheet and Profit and Loss Account read with the statement on significant Accounting policies and notes to the Accounts, give the information as required by the Companies Act, 1956 in the manner so required and give a true and fair view, in conformity with the accounting principles generally accepted in India.

## Wellness Noni Limited

- i) In the case of Balance sheet, of the state of affairs of the company as at 31st March, 2011 and
- ii) In the case of the profit and loss account, the Profit for the year ended on that date.

PLACE : CHENNAI - 34.

B. BALASUBRAMANIAN

DATE :

CHARTERED ACCOUNTANT

### ANNEXURE TO THE AUDITOR'S REPORT

(Referred to the paragraph 1 of the Auditor's report of even date)

- 1. a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) As informed to me, the fixed assets have been physically verified by the Management at reasonable intervals and no material discrepancies have been noticed on such verification.
- c) No substantial part of the fixed assets has been disposed off during the year.
- 2. In respect of the inventories:
  - a) As explained to me inventories have been physically verified by the management at regular intervals during the year.
  - b) In my opinion and according to the information and explanations given to me procedures of physical verification of inventories followed by management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - c) The Company has maintained proper records of inventories. As explained to me, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
- 3. In respect of loans, secured or unsecured granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956;

The Company has not availed loans from companies /firms falls u/s 301 of the Companies Act 1956 and since no report required to be given.

- 4. In my opinion and to the information and explanations given to me, there are adequate internal control procedures commensurate with the nature and size of the company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods.
- 5. In respect of transaction covered under section 301 of the Companies Act, 1956;
  - a) In my opinion and according to the information and explanations given to me, the transactions made in pursuance of contracts or arrangements, that needed to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
  - b) In my opinion and according to the information and explanations given to me the transaction made in pursuance of contracts or arrangements entered in the register maintained under section 301 of

## Wellness Noni Limited

the Companies Act, 1956 and exceeding the value of Rs. 5 Lakhs in respect of any party during the year is NIL

6. The Company has not accepted any deposits from the public.
7. In my opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
8. According to the information and explanations given to me, the Central Government has not prescribed the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956.
9. In respect of statutory dues :  
According to the records of the Company, undisputed statutory dues including provident fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty. Cess and other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to me, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2011, for a period of more than six months from the date of becoming payable.
10. The Company has an accumulated loss of Rs.1,27,74,479 and has not incurred any cash losses during the financial year covered by our audit and has incurred Rs. 92060/-loss in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanations given to me, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions and banks.
12. In my opinion and according to the information and explanation given to me, no loans and advance have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company has not raised any term loan during the year.
14. According to the information and explanations given to me and on an overall examination of the balance sheet of the Company, in my opinion, considering the nature of its business and activity being carried on short term funds have not been utilized for long term purposes and vice-versa.
15. During the year, the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
16. The Company has not raised any money by way of public issue during the year.
17. In my opinion and according to the information and explanations given to me, no fraud on or by the company has been noticed or reported during the year, that causes the financial statements to be materially misstated.

PLACE : CHENNAI - 34

DATE :

B. BALASUBRAMANIAN  
CHARTERED ACCOUNTANT

**Wellness Noni Limited**

**WELLNESS NONI LTD**

(Formerly known as RGN SECURITIES AND HOLDINGS LTD)

**BALANCE SHEET AS AT 31ST MARCH,2011**

Particulars	Schedule	31-3-2011	31-3-2010
<b>I. Sources of FundB :</b>			
1.Equity Share Capital	A	32,000,000.00	32,000,000.00
Reserves and Surplus		-	-
<b>2. Loan Fund</b>			
a) Secured Loan	-	-	-
b) Unsecured Loan		-	-
<b>TOTAL</b>		<b>32,000,000.00</b>	<b>32,000,000.00</b>
<b>II Application Funds :</b>			
<b>1.Fixed Assets</b>			
Gross Block	B	16,639.108.00	16,119,998.70
Less: Depreciation		276,268.00	221,091.17
Net Block		16,362,840.00	15,898,907.53
<b>3. INVESTMENTS</b>		<b>3,778,855.00</b>	<b>3,778,855.00</b>
<b>4 CURRENT ASSETS,LOANS &amp; ADVANCES</b>			
a) Inventories		41,796.61	-
b) Sundry Debtors		478,018.00	-
c) Advances & Deposits		24,000.00	2,025,780.00
d) Cash & Bank Balances		2,159,472.97	865,814.41
Sundry Creditors	E	3,506,671.29	3,250,966.00
Provision	F	54,891.00	97,870.00
Miscelanious expenses to the extent not Writtenoff Or Adjusted:			
Profit and Loss Account		(12,716,579.71)	12,774,47906)
<b>TOTAL</b>		<b>32,000,000.00</b>	<b>32,000,000.00</b>

Notes on Accounts & Significant  
Accounting Policies

G

To be rad with the report of even date

For WELLNESS NONI LIMITED

Sd/-  
Prof.PI.PETER  
Director

Sd/-  
S.KALA  
Director

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant

Date : 03.08.2011  
Place : Chennai

**Wellness Noni Limited**

**WELLNESS NONI LTD**

(RGN SECURITIES AND HOLDINGS LTD)

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH,2011

Particulars	Schedule	31-3-2011	31-3-2010
<b>1 INCOME</b>			
Consultancy Charges		240,000.00	-
VAT Sales @12.5%		780,460.00	-
<b>TOTAL</b>		<b>1,020,460.00</b>	<b>-</b>
<b>II EXPENDITURE</b>			
a) Cost of goods Sold	1	489,955.00	-
b) Salary, Wages & other			
Employee Benefit	2	96,658.00	-
c) Managerial Remuneration	3	-	-
d) Interest & Financial Charges	4	610.00	550.00
e) Depreciation		55,176.82	11,567.00
f) Auditors Remuneration		25,000.00	22,060.00
g) Administration & Other Exp.	5	269,269.83	69,450.00
<b>TOTAL</b>		<b>936,669.</b>	<b>103,627.00</b>
Profit for the Year		83,790.35	(103,627.00)
Provision for the Income Tax		25,891.00	-
Profit after Tax		57,899.35	(103,627.00)
Loss Carried from Previous Year		(12,774,479.06)	(12,670,852.06)
Profit transfer to Balance Sheet		(12,716,579.71)	(12,774,479.06)

For WELLNESS NONI LIMITED

Sd/-  
Prof.P.I.PETER  
Director

Sd/-  
S.KALA  
Director

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant

Date : 03.08.2011

Place : Chennai

**Wellness Noni Limited**

**WELLNESS NONI LIMITED**

(RGN SECURITIES AND HOLDINGS LTD)

**SCHEDULE FORMING PART OF BALANCE SHEET AS ON 31ST MARCH 2011**

PARTICULARS	31-3-2011	31-3-2010
<b>SCHEDULE - A</b>		
<b>SHARE CAPITAL</b>		
Authorized Share Capital		
60,000,000 Equity Shares of Rs.10/-each	60,000,000.00	60,000,000.00
Issued Subscribed & Paid up Capital		
32,00,000 Equity Shares of Rs.10/-each	32,00,000.00	32,000,000.00
	32,000,000.00	32,000,000.00
<b>SCHEDULE - C</b>		
<b>ADVANCES &amp; DEPOSITS</b>		
Deposit	-	2,024,546.00
TDS - 2011	24,000.00	1,234.00
	24,000.00	2,025,780.00
<b>SCHEDULE - D</b>		
<b>CASH &amp; BANK BALANCE:</b>		
State Bank of India	1,517,885.00	63,495.00
Cash	641,587.41	802,319.41
	2,159,472.41	865,814.41
<b>SCHEDULE - E</b>		
<b>CURRENT LIABILITIES</b>		
Duties & Taxes	107,257.00	3,136.00
Advance Received from Buyers	1,555,000.00	1,977,830.00
Sundry Creditors	1,844,414.29	1,270,000.00
	3,506,671.29	3,250,966.00
<b>SCHEDULE - F</b>		
<b>PROVISION</b>		
<b>OUTSTANDING EXPENSES</b>		
Audit Fees	25,000.00	22,060.00
Outstanding Expenses	4,000.00	70,810.00
Income Tax	25,891.00	-
	54,891.00	92,870.00



**Wellness Noni Limited**

**WELLNESS NONI LIMITED**

**SCHEDULE B : FIXED ASSETS AS ON 31ST MARCH 2011**

SL. No.	Particulars of Asset	%	GROSS BLOCK			DEPRECIATION			NET BLOCK	
			Cost As on 01.04.2010	Additions after Sep'2010	Cost As On 31.03.2011	Up to 01.04.2010	For the Year	Up to 31.03.2011	As on 31.03.2011	As on 31.03.2010
1	LAND & LAND DEVELOPMENTS	0	15,807,500.00	-	15,807,500.00	-	-	-	15,807,500.00	15,807,500.00
2	COMPUTERS	30%	-	66,200.00	66,200.00	-	9,930.00	9,930.00	56,270.00	-
3	FURNITURES & FITTINGS	10%	-	97,350.00	97,350.00	-	4,868.00	4,868.00	92,482.00	-
4	OFFICE EQUIPMENTS	15%	115,913.00	40,560.00	156,473.00	90,843.09	6,802.91	97,646.00	58,827.00	25,070.31
5	PLANT & MACHINERY	15%	189,635.00	315,000.00	504,635.00	127,025.58	33,016.42	160,042.00	344,593.00	62,609.42
6	CELL PHONE	15%	6,950.00	-	6,950.00	3,222.51	559.49	3,782.00	3,168.00	3,727.49
			<b>16,119,998.00</b>	<b>519,110.00</b>	<b>16,639,108.00</b>	<b>221,091.17</b>	<b>55,176.82</b>	<b>276,268.00</b>	<b>16,362,840.00</b>	<b>15,898,907.22</b>

## Wellness Noni Limited

### SCHEDULE 1

#### COST OF GOODS SOLD

Opening Stock	-	-
Add: Purchase	531,751.61	-
	531,751.61	-
Less Closing Stock	41,796.61	-
	489,955.00	-

### SCHEUDLE - 2

#### SALARY,WAGES & OTHER

#### EMPLOYEES BENEFITS:

Salaries	96,128.00	-
Staff Welfare	530.00	-
	96,658.00	-

### SCHEDULE - 3

#### MANAGERIAL REMUNERATION

Directors Remuneration	-	-
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### SCHEUDLE - 4

#### INTEREST & FINANCIAL CHARGES

Bank Charges	610.00	550.00
Other Interest	-	-
	610.00	550.00

### SCHEDULE - 5

#### ADMINISTRATIVE EXPENSES

Listing Fees	26,344.00	23,200.00
Rates & Taxes	24,714.00	7,500.00
Postage & Courier	12,617.00	-
Printing & Stationery	2,264.00	-
Advertisement	4,000.00	-
Internet Expenses	3,781.00	-
Consultation Charges	137,521.00	38,750.00
Business Promotion	56,603.00	-
Office Maintenance	1,425.83	-
	269,269.83	69,450.00

## Wellness Noni Limited

### SCHEDULE G

#### A. Significant Accounting Policies :

##### 1. Basis of Preparation of financial statements

The financial statements have been prepared under the historical cost convention in accordance with generally accepted Accounting Principles and the provisions of the Companies Act, 1956.

Accounting policies not specifically referred to otherwise are consistent throughout the year under audit and in consonance with generally accepted Accounting Principles followed by the company.

##### 2. Fixed Assets :

Fixed Assets are stated at cost less depreciation. Cost comprises of purchase price, import duties, levies and any directly attributable cost of bringing the assets to its working condition for its intended use.

Depreciation is provided as per the Income Tax Act

##### 3. Investments :

Long Term Investments are valued at their acquisition cost and provisions are made for other than temporary loss.

##### 4. Revenue Recognition :

All Income and Expenditure items having a material bearing on the statements are recognized on accrual basis.

##### 5. Income From operation :

Since the company has started its new business in line with object clause of the Memorandum of Association, the company has generated income from the selling of Noni based Products in the last quarter of the financial year, Board of directors is confident of generating sufficient income in the coming years on the basis of on going concern concept.

##### 6. Segment information for the year ended 31st March, 2011

The company has started its new line business and achieved turnover of Rs.10,20,460 during this year.

7. Earning Per Share	2010-11	2009-2010
a. Weighted averages number of Equity Shares of Rs.10/-each		
Weighted average number of equity Share outstanding during the year	32,00,000	32,00,000
a. Net Profit(after tax) available for equity shareholders	57,900	(Rs.1,03,627.00)
b. Basic and diluted earning per share (in Rupees)	0.018	(0.03)

## Wellness Noni Limited

### SCHEDULE H

Notes on Accounts:

1. In the opinion of the Board of Directors, Current Assets and Loans & Advances have a value on realization in the ordinary course of business at least equal to the amount of which they are stated.

2. Payment to auditors

	31.03.2011 (Rs.)	31.03.2010 (Rs.)
Audit Fees	25,000	22,060

3. For the year-ended 31.03.2011, no provision for contingent liability has been provided for.

4. Provision for Taxation has been made for the year Rs.25891/-.

5. Figures of the previous year have been regrouped wherever necessary to conform to the classification off the current year.

6. The significant Accounting Policies numbering from G (1) to G(8) and other notes on Accounts numbering from H(1) to H(5) above form an integral part of the accounts.

For WELLNESS NONI LIMITED

Sd/-  
Prof.P.I.PETER  
Director

Sd/-  
S.KALA  
Director

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant

Date : 03.08.2011

Place : Chennai

**Wellness Noni Limited**

**WELLNESS NONI LIMITED**

(RGN Securiites and Holdings Ltd)

CASH FLOW STATEMENT AS AT 31st MARCH 2011

	(Rs.in Lakhs)
	31-03-2011
A : Cash Flow from Operating Activities	
Net Profit / (Loss) before Tax	83,790.35
Add : Adjustments	-
Depreciation	55,176.82
Operating Profit before Working Capital changes	
Increase in Loans & Advances	24,000.00
Increase in Liablities	
Net Cash Flow from Operations	
B : Cash flow from Investing Activities	
Purchase of Fixed Assets (Net)	519,110.00
Sale of Investments (Net)	-
Net Cash Flow from Financing Activities	
C : Cash Flow from Financing Activities	
Net Increase in Cash & Cash equivalents (A+B+C)	
Cash & Cash equivalents as at 31st March 2008	18.15
Cash & Cash equivalents as at 31st March 2009	18.15
Cash & Cash equivalents as at 31st March 2010	0.00

For and on behalf of the Board

Sd/-  
Prof.P.I.PETER  
Director

Sd/-  
S.KALA  
Director

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant

Date : 03.08.2011  
Place : Chennai

## Wellness Noni Limited

### WELLNESS NONI LIMITED

(RGN Securites and Holdings Ltd)

#### BALANCE SHEET ABSTRACT AND GENERAL BUSINESS PROFILE

Additional Information as required under part IV of schedule VI to the companies act 1956.

Balance sheet abstract and Company's general Business profile :

1. Registration Details	:	
Registration Number	:	23697
State Code	:	18
Balance Sheet date	:	31-03-2011
2. Capital Raised during the year.		
Public Issue	:	Nil
Rights Issue	:	Nil
Bonus Issue	:	Nil
Private Placements	:	Nil
3. Position of Mobilization and deployment of funds.		
Total liabilities	:	Rs.32000000.00
Total Assets	:	Rs.32000000.00
Service of Funds :		
Paid Up capital	:	Rs.32000000.00
Reserves and surplus	:	Nil
Secured Loans	:	Nil
Unsecured Loans	:	Nil
Application of Funds	:	
Net Fixed assets	:	Rs. 16,374,801.32
Investments	:	Rs. 37,78,855.00
Net current Assets	:	Rs. 27,03,287.58
M/s Collancous expenditure	:	Nil
4. Performance of Company :		
Total Income	:	Rs. 1,020,460.00
Total Expenditure	:	Rs. 936,669.65
Net Profit before Tax	:	Rs. 83,790.35
Net Profit after Tax	:	Rs. 57,899.35
Earning per share :	:	0.01
Divident rate	:	Nil
Generic Name of three principle Products/service of Company		
Item Code No.	:	N.A.
Product Description	:	

## WELLNESS NONI LIMITED

(RGN Securities and Holdings Ltd)  
Registered Office : 12, Rajiv Gandhi Road, Perungudi, Chennai - 600 096

### ATTENDANCE SLIP

PARTICULARS TO BE FILLED IN BY THE MEMBER

Name of the Member .....

Member's Register Folio..... No. of Shares held .....

Name of the Proxy if attending for member .....

I hereby record my presence at the Nineteenth Annual General Meeting held on 28th September, 2011 at 10.30 a.m. at 27, Love, Peace, Harmony Hall, Rajiv Gandhi Road, Sreenivasa Nagar, Perungudi, Chennai - 600096.

- Note : 1. Please sign the Attendance Slip and hand over the Reception.  
2. Please carry your copy of the Annual Report at the Meeting.

## WELLNESS NONI LIMITED

(RGN Securities and Holdings Ltd)  
Registered Office : 12, Rajiv Gandhi Road, Perungudi, Chennai - 600 096

### PROXY FORM

I/We ..... of ..... being a Member(s) of WELLNESS NONI LIMITED hereby appoint ..... of ..... or failing him/her..... of ..... as my/our Proxy to attend and vote for me/us on my/our behalf, at the Nineteenth Annual General Meeting of the company to be held on 28th September, 2011 at 10.30 a.m. at 27, Love, Peace, Harmony Hall, Rajiv Gandhi Road, Sreenivasa Nagar, Perungudi, Chennai - 600096. and/or any adjournment thereof.

Signed this ..... day of ..... 2011

Signature .....

Affix  
Revenue  
Stamp  
0.15 paise

Membership Folio No.

- NOTE : 1. The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.  
2. Proxy need not be a member.