

# **Annual Report 2011 - 2012**

## **WELLNESS NONI LIMITED**

(formerly RGN Securities and Holdings Ltd)

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

Phone : 91-44- 3257 6748 Fax : 91-44-4901 1149

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

## **Wellness Noni Limited**

### **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**

No.6/18, I Floor, Poes Road,  
I Street, Teynampet,  
Chennai - 600 018.  
Phone : 044-24350613, 24350614  
Fax: 044-2435 0392.  
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 Twentieth Annual General Meeting of the shareholders of M/s. WELLNESS NONI LIMITED (formerly known as RGN Securities and Holdings Ltd) will be held on Friday the 24th day of August 2012 at 24, Love Peace Harmony Hall, Rajiv Gandhi Road, Srinivasa Nagar, Perungudi, Chennai - 600 096 at 11.30 A.M. to transact the following business:

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Directors' Report, the Audited Profit and Loss Statement for the financial year ended 31st March 2012, the Balance Sheet as at that date together with the Auditor's Report thereon.
2. To elect a director in place of Ms. S.Kala who retires by rotation and being eligible offers herself for reappointment.
3. To elect a director in place of Ms. M Deviprabha who retires by rotation and being eligible offers herself for reappointment.
4. To elect a director in place of Mr. T Thanigaikumar who retires by rotation and being eligible offers himself for reappointment.
5. 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**

6. 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 having its office at 6/18, 1 Floor, Poes Road, 1 Steet, Teynampet Chennai 600 018 to M/s. Cameo Corporate Services Limited, having its office at "Subramanian Building", 1, Club House Road, Anna Salai, Chennai - 600002

"RESOLVED FURTHER THAT registers, indexes, returns and copies of certificates and documents referred above be kept open for inspection during business hours on working days for at the office of 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 of the Directors of the Company be and are 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 : 27-07-2012

Place : Chennai

By Order of the Board  
for WELLNESS NONI LIMITED

-SD-

P. I. Peter  
Director

**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. Members who are holding Company's shares in dematerialized form requested to bring details of their Depository Account Number for identification.
6. The Registrar of members and Share Transfer Books of the Company will remain closed from Wednesday 22.08. 2012 to Friday 24.08 2012 (both days are inclusive)
7. 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).
8. The equity shares of the Company are available for trading in dematerialized form (scripless trading in electronic form) through Depository Participants.
9. 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.
10. 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 the Annual General Meeting and Annual Report for the financial year 2011 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. The members are requested to intimate their email id to the Registered office of the Company or Registrar and Transfer Agent.

## Wellness Noni Limited

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit PAN to their Depositories participants with whom they are maintaining their demat accounts. Member holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agents Knack Corporate Services Pvt. Ltd.
12. Information pursuant to clause 49 of the listing agreement in respect of proposed appointment/ appointment of directors

01	Name	Ms. S. Kala
A	Date of Birth	13-07-1975
B	Date of Appointment	30-09-2006
C	Qualifications	M C A
D	Expertise	Marketing & Distribution
E	Other Directorships Name of the Company	Reylon Cards Pvt. Ltd Noni Biotech Pvt.Ltd
F	Committee Memberships, if any, with position	Nil

02	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	Noni Biotech Pvt.Ltd
F	Committee Memberships, if any, with position	Nil

03	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

## Wellness Noni Limited

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

### Item No 6

As required under the provisions of section 163 of 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.

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 can 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 changing the aforementioned registers and documents at the office(s) of the registrar and transfer agents ('RTA') from M/s. Knack Corporate Services Pvt. Ltd, having its office at 6/18, 1 Floor, Poes Road, 1 Steet, Teynampet Chennai 600 018 To M/.s.Cameo Corporate Services Limited having its office at Subramanian Building", 1, Club House Road, 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. 6 to be passed as special resolution by the members.

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

Date : 27-07-2012

Place : Chennai

By Order of the Board  
for WELLNESS NONI LIMITED

Sd/-  
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 20th Annual Report of the company together with the audited accounts for the period ended 31st March 2012.

#### FINANCIAL RESULTS :

Year ended	31.3.2011	31.03.2010
Turnover	59,29,926.66	10,20,460.00
Profit before depreciation	5,35,130.66	1,38,967.17
Depreciation	87,117.00	55,176.82
Profit after Depreciation	4,48,013.66	83,790.35

#### OPERATIONS & BUSINESS OUTLOOK

After migrated to the new line of business of marketing NONI based products, the Board has satisfied the current performance of the company. During this year the company has achieved nearly increase of 482% sales as compared to the last year and profit after taxation is also increased by 4.5 times as compared to the last year. The company has taken lot of measures to boost the sales for the current financial year and the company will make good profit in future also

Further the board decided to expand the business activities of the company by marketing through various channels viz. Appointment of New stockiest and creation of new Stock Point at various places of Southern India, and steps have been taken for direct marketing activities to promote the products to the ultimate customers . By virtue of this, the Company performance will be increased and considerable profit will be earned by the Company in the current financial year also. The board of directors hopes that the company's performance would be increased by 3 times in the current financial year as against last financial year

Your company's Wellness marketing system is unique system in which marketing the Wellness products like Noni based health drink by first creating customers and users and then converting the customers into a Distributor who will share the real benefits of Noni Wellness Marketing with their friends and relatives

The Company has an accumulated loss of Rs.1,27,16,579.71 and the same is decided by the Board to treat as earlier year losses in the Balance sheet. More over the losses are not eligible to carry forward and set off in the future earnings(check with auditor).

#### DIVIDEND

To strengthen the capital base, Your Directors do not recommend any dividend for the financial year ended 31st Mach 2012

## **Wellness Noni Limited**

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

The name of the Company is changed as M/s.WELLNESS NONI LIMITED. with effect from 01-04-2011

### **DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company Mrs. S Kala, Mrs. M Deviprabha and T Thanigaikumar, Directors retire by rotation and being eligible have offered themselves for re-appointment.

### **PUBLIC DEPOSITS**

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

### **AUDITORS**

Mr. B. Balasubramanian, Chartered Accountants, the Company's Auditor retire at the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment

The Board on the recommendation of the Audit Committee has proposed that Mr. B. Balasubramanian, Chartered Accountant, Chennai be re-appointed as the Statutory Auditor of the Company and to hold office till the conclusion of the next Annual General Meeting . Mr. B. Balasubramanian has forwarded his certificate to the Company stating that his re-appointment, if made, will be within the limit specified in that behalf in sub section (1B) of section 224 of the Companies Act.

### **AUDITORS' REPORT**

The Report of the Auditors being self-explanatory needs no further comments(.confirm no qualification in the Audit Report)

### **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:

- 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, 2012 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.

### **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.

## Wellness Noni Limited

### FOREIGN EXCHANGE EARNINGS AND OUTGO

	2012	2011
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.

### 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 2011-2012.

### 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 Ltd. The Company has duly paid the listing fees to all the aforesaid Stock Exchanges for the year 2011-12

The board of directors have a pleasure to inform to the members of the company that suspension of trading has been revoked with effect from 10-01-2012 and the securities of the Company is admitted for trading at Bombay Stock Exchange Ltd, Mumbai. With Scrip Name "WELLNESS" ; and the Scrip Code-35012.

### 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 read with the Companies (Compliance Certificate) Rules 2001 is annexed to the Director's Report and forms part of this Annual 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, Stock Exchanges 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 : 23.05.2012

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 2011-2012 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. Even with a (hopefully) recovering economy, doing business is challenged on the home front by regulatory changes, raw material pricing, corporate sustainability goals and changing consumer demands, among others. And on the global front by the difficulty (but seeming necessity) to set up foreign operations, safety and reliability of offshore suppliers, impact of currency fluctuations and competition for talent.

For consumers, convenience is by far the most important dynamic, and will continue to be so over the next five to 10 years, according to any number of prognosticators. Consumers are willing to pay more for convenience as their work habits and lifestyles change. The same can be said even for shoppers in developing nations. It's a tradeoff many are willing to make, especially as disposable income rises in many countries. It's all about time, and the consumer would rather buy time than prepare food.

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

According to ASSOCHEM the size of non-alcoholic beverages market in India is likely to reach the Rs. 11,000 crores mark by 2015. India's non-alcoholic drinks market has witnessed rapid growth over the past few years. Increasing middle class population, rapid urbanization and rising disposable income are some of the major factors fueling this growth. New market research report "Indian Non-Alcoholic Beverages Market Outlook to 2015 - Rising Health Consciousness among Consumers" developed by AM Mindpower Solutions has been recently published.;

India has witnessed radical shift in consumption of non-alcoholic drinks over the recent past. Fast expanding middle class population that is currently around 350 Million, increased urbanization and rising disposable income are some of the major reasons contributing to this change. Besides this, growing health consciousness among India's young population has brought about a revolution in the Indian non-alcoholic drinks market. It has been seen that cola sales have fallen dramatically due to rising health concerns and this seems to have benefited the country's non-carbonated drinks market such as energy drinks and juices.

The segment level analysis shows that the highest growth will be seen in the fruit/vegetable juice market, which is forecasted to growth at a CAGR of around 30% in value terms during 2009-2012. It will be closely followed by the energy drinks segment at a CAGR of around 29% during the same period. There is a greater awareness of the 'functional' benefits of health beverages and a greater willingness to pay a

## Wellness Noni Limited

premium for such beverages. With these strong drivers of growth, it is not surprising that the beverage industry in India has begun responding with products that are marketed clearly on a health and wellness platform.

"Indian Non-Alcoholic Drinks Forecast to 2012" provides detailed study on the non-alcoholic drinks market in the country. For the purpose of this report, non-alcoholic drinks are classified into carbonated and non-carbonated drinks. These include energy drinks, fruit/vegetable drinks, bottled water, tea, coffee and carbonated drinks. Each of the segments has been thoroughly analyzed from the point of view of current market performance and the future outlook to 2012. Various factors supporting the future growth and expansion have been extensively covered in the report.

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

India is the key food producers in the world with the second largest arable land area. India's Food processing industries is one of the largest industries in the Country. Food processing is a large sector that covers activities such as agriculture, horticulture, plantation, animal husbandry and fisheries. It also includes other industries that use agriculture inputs or manufacturing of edible products

While the industry is large in terms of size, it is still at a nascent stage in terms of development. Out of the country's total agriculture and Food produce, only 2 per cent is processed. The highest share of processed Food is in the Dairy sector, where 37 per cent of the total produce is processed, of which 15 per cent is processed by the organised sector. 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.

### **Opportunities & Threats**

The Indian food processing industry stands at \$135 billion and is estimated to grow with a CAGR of 10 per cent to reach \$200 billion by 2015.

The food processing industry in India is witnessing rapid growth. In addition to the demand side, there are changes happening on the supply side with the growth in organised retail, increasing FDI in food processing and introduction of new products.

The growth is driven by the fact that the central government has given a priority status to all agro-processing businesses. Government incentives in the field of mega food parks, cold chain and exports benefits are also playing an important role in promoting food processing.

The major challenges are investments at different points of the supply and value chain, proper research, farm and lab connectivity, upgradation of technology, increase in farm holding, skill and manpower training, backend and front-end integration and cold chain integration.

The opportunities in the food processing industry are vast. However, there is a need to improve technology and productivity to be competitive globally. As the economy grows, the food processing industry will offer bigger opportunities to the new as well as the existing players.

Your management is extremely happy to share the excellent financial results during the financial year. The gross revenues have increased by 481% to Rs 5929927/- whereas the net profit after tax has increased by 435% to Rs.448013/-. your company products have been very well accepted by the market and during

## Wellness Noni Limited

the last one year the company is proud that it has been able to get associated with market leaders. With increased market acceptability of the products we hope to continue with growth patterns.

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 Subsidiaries, in order to increase the consumption among the consumer fraternity.

Even with a (hopefully) recovering economy, doing business is challenged on the home front by regulatory changes, raw material pricing, corporate sustainability goals and changing consumer demands, among others. And on the global front by the difficulty (but seeming necessity) to set up foreign operations, safety and reliability of offshore suppliers, impact of currency fluctuations and competition for talent.

For consumers, convenience is by far the most important dynamic, and will continue to be so over the next five to 10 years, according to any number of prognosticators. Consumers are willing to pay more for convenience as their work habits and lifestyles change. The same can be said even for shoppers in developing nations. It's a tradeoff many are willing to make, especially as disposable income rises in many countries. It's all about time, and the consumer would rather buy time than prepare food.

### **Segment-wise analysis**

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

### **Outlook**

The company has already launched lot of noni based cosmetic products and those products are having good market both domestic and international .

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.

The company caters to both corporate and individual clients. The company's sales strategy addresses both domestic and overseas markets. The company has an established Indian dealer/distributor and franchise network. The company is planning to establish a retail outlet chain called "Wellness Shoppe" the outlets are franchisee owned shops.all these various channels are backed up with sound advertisement and Public Relation campaigns

### **Strength**

- a pioneer and leader in the field of spreading wellness awareness among the people
- Comprehensive range of service offerings.
- long-term client relationships
- strategic focus on Indian domestic market
- Reserch and Development capabilities
- Recognition as a preferred employer
- Strong management Team

**Weakness**

- Reduction or termination of our tax incentive will increase our tax liability and reduce our profitability.
- Political, economic and social changes in India.

**Risks and concerns**

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

- Economic depression and inflation
- Shelf life of the products of the company
- Availability and cost of power

**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:

#### 1. 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.

Size of the Board and Independent Directors

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

#### Board Committees

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

#### 2. BOARD OF DIRECTORS

The Company has 7 Directors. Of which 4 are independent Director and 3 are Non-Executive Non Independent Directors. The Board Composition is follows

Category	No. of directors	%
Executive Directors	0	--
Non- Executive & Non Independent	3	43
Non-Executive & Independent Director	4	57%

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			
DR. P.I. PETER	Non-Executive Non Independent Director	13	13	YES	3	Nil
S. KALA	Non-Executive Non Independent Director	13	13	YES	4	Nil
M. DEVIPRABHA	Non-Executive Non Independent Director	13	13	YES	1	Nil

## Wellness Noni Limited

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			
Mr. M. SIVAKUMAR	Non-Executive Non Independent Director	13	12	YES	NIL	Nil
Mr. A. ARUNACHALAM	Non-Executive Non Independent Director	13	12	YES	NIL	Nil
Mr. T. THANIGAI KUMAR	Non-Executive Non Independent Director	13	12	YES	NIL	Nil
Mr. S. SRIDHARAN	Non-Executive Non Independent Director	13	12	YES	NIL	Nil

Mr. M.Sivakumar, Mr. A.Arunachalam, Mr T.Thanigaikumar and Mr S.Sridhar 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 Twelve (12) times on 1-4-2011, 18-4-2011, 27-6-2011,25-07-2011, 29-07-2011,03-08-2011, 20-09-2011 25-10-2011, 29-10-2011, 05-12-2012, 25-01-2012,04-02-2012 and 09-2-2012 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 31-03-2011 was held on 28-09-2011 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 are related to each other. None of the Directors held any equity shares with the Company as on 31st March 2012

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 Annual General Meeting to the shareholders of the Company

## **Wellness Noni Limited**

### **3. 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 is the 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**

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

Mr. M Sivakumar, Chairman

Mr. A Arunachalam, Member

Mr. S Sridhar, Member

Mr. T Thanigaikumar , Member

The Audit Committee met five (05) times during the year (i.e) 18-04-2011, 25-07-2011, 03-08-2011, 25-10-2011 and 09-02-2012 and the details of the number of meetings held and attendance record of the members are as follows for the year 2011-2012

Director	Meeting Held	Attended
Mr. M. Sivakumar	5	5
Mr. A. Arunachalam	5	5
Mr. S. Sridhar	5	5
Mr. T. Thanigaikumar	5	5

### **4. 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 appointed any Managing Director or Executive Director and hence no managerial remuneration has been paid.

### **5. SHAREHOLDERS COMMITTEE**

A Sub-Committee of the Board of directors of the Company consisting of Mr S Sridhar as the Chairman of the Committee

## Wellness Noni Limited

### Brief description of terms of reference

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

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

Mr. S Sridhar, Chairman  
Mr. A Arunachalam, Member  
Mr. T Thanigaikumar, Member  
Mr. M Sivakumar, Member

Prof. P I Peter is the Compliance officer of the Company. For any clarification / compliant, investors can contact the Compliance officer of the Company or its Registrar and share Transferor Agents whose details are given elsewhere in the report.

As a policy, the Company disposes of investor complaints within 7 working days of receipt. Complaints have and redressed during the year are

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 Knack Corporate Services Private Limited, Share Transfer Agents of the Company, and review periodically the outstanding complaints.

### 6. GENERAL MEETINGS:

" Location and time for the last three Annual General Meetings

Year	Date	Time	Venue
2008-2009	30.09.2009	11.00 A.M	85, First Main Road, Gandhi Nagar, Adyar, Chennai-600 020
2009-2010	30.09.2010	10.00 A.M	85, First Main Road, Gandhi Nagar, Adyar, Chennai-600 020
2010-2011	28-9-2011	10.30 A.M	Love Peace Harmony Hall, Rajiv Gandhi Road, Perungudi, Chennai 600 096

### Postal Ballot

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

## Wellness Noni Limited

Directors seeking re-election pursuant to clause 49 of the Listing Agreement

At the 20th Annual general meeting Mrs. S.Kala, Mrs. M Devi Prabha and Mr. T Thanikaikumar retire by rotation and being eligible offer themselves for re-appointment.

The brief resumes and other information have been detailed in the notice convening annual general meeting of the Company.

### 7. 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 entered into transaction of material nature with the directors, their relatives or management which were in conflict with the interest of the Company under section 297 of the companies act 1956 as enumerated in Note No of Notes of Account
- 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

### 8. 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., News Today and the Tamil version of the financial results in a Tamil daily viz., Makkal Kural.

B The Company has created a website with the address [www.wellnessnoni.net](http://www.wellnessnoni.net) . The Company is displaying its quarterly Financial Results on its website

C Management's Discussions & Analysis forms part of this Annual Report, which is also being posted to all the shareholders of the Company.

### 9. GENERAL INFORMATION TO SHAREHOLDERS

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.

#### 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.

For and on Behalf of the Board of Directors

Place : Chennai

Date : 23.05.12

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: 23.05.2012  
Place : Chennai

## Wellness Noni Limited

### SHAREHOLDERS' INFORMATION

#### General Shareholder Information :

1. AGM: Date and venue  
Friday , 24th August 2012, at  
11.30 a.m. at NO.27, Love Peace Harmony Hall,  
Rajiv Gandhi Road, Perungudi, CHENNAI - 600096
2. Date of Book Closure  
Wednesday 22.08. 2012 to Friday 24.08 2012  
(both days are inclusive)
3. Financial Calendar  
Financial Reporting for 2012-2013  
First Quarter June 30, 2012 : on or before July.31,2012  
Second Quarter Sep..30,2012 : on or before Oct31,2012  
Third Quarter Dec. 31 2012: on or before Jan.31,2013  
Fourth Quarter Mar.2013 : on or before Apr.30,2013  
AGM for year ending March 2013: August 2013
4. Registrar and Transfer Agents  
M/s. Knack Corporate Services Pvt. Ltd  
No.6/18, I Floor, Poes Road,  
I Street, Teynampet, Chennai - 600 018.  
Phone : 044-24350613, 24350614  
Fax: 044-2435 0392.  
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 2012, 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

Madras Stock Exchange Limited

There has been no trading in the shares of the Company during the year at the Madras Stock Exchange Ltd, Chennai

## Wellness Noni Limited

### STOCK MARKET DATA

#### Bombay Stock Exchange Limited

The suspension of trading has been revoked with effect from 10-01-2012 and the securities of the Company is admitted for trading at Bombay Stock Exchange Ltd, Mumbai. With Scrip Name "WELLNESS"; and the Scrip Code- 35012. The monthly stock price are as follows

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turn over (Rs.)	*Spread (Rs.)	
								H-L	C-O
Jan 12	20.00	30.00	20.00	30.00	700	7	18,550	10.00	10.00

H - L - High-Low; C-O : Close-Open

#### 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.

#### Registrar and Share Transfer Agents

Knack Corporate Services Private Limited are the Registrar and Share Transfer Agents

#### Share Transfer Systems

The Company's shares which are in dematerialized list are transferable through the depository systems. Shares in the physical forms are processed by the Registrar and Share Transfer Agents M/S Knack Corporate Services Private Limited and approved by the Shareholders Committee.

## Wellness Noni Limited

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

No. of Equity Shares held	2011-12			
	No. of Share - holders	% of Share - holders	No. of Shares held	% of Shares holding
1 - 5,000	526	82.58	78500	2.45
5,001 - 10,000	47	7.38	42100	1.32
10,001 - 20,000	16	2.51	24100	0.75
20,001 - 30,000	8	1.26	20100	0.63
30,001 - 40,000	5	0.78	17000	0.53
40,001 - 50,000	0	0.00	00000	0.00
50,001 - 1,00,000	6	0.94	42600	1.33
1.00,000 AND ABOVE	29	4.55	2975600	92.99
<b>Total</b>	<b>637</b>	<b>100.00</b>	<b>3200000</b>	<b>100.00</b>

## Wellness Noni Limited

### Share holding pattern as on 31.03.2012

Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of total No. of Shares		Shares pledged or otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a % of Total No. of Shares
<b>(A) Shareholding of Promoter and Promoter Group</b>							
<b>(1) Indian</b>							
Bodies Corporate	1	1,500,400	1,500,400	46.89	46.89	-	-
<b>Sub Total</b>	<b>1</b>	<b>1,500,400</b>	<b>1,500,400</b>	<b>46.89</b>	<b>46.89</b>	<b>-</b>	<b>-</b>
<b>(2) Foreign</b>							
<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>1</b>	<b>1,500,400</b>	<b>1,500,400</b>	<b>46.89</b>	<b>46.89</b>	<b>-</b>	<b>-</b>
<b>(B) Public Shareholding</b>							
<b>(1) Institutions</b>							
<b>(2) Non-Institutions</b>							
Bodies Corporate	9	222,000	100,600	6.94	6.94	-	-
<b>Individuals</b>						-	-
Individual shareholders holding nominal share capital up to Rs. 1 lakh	601	222,300	19,700	6.95	6.95	-	-
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	25	1,255,200	777,700	39.23	39.23	-	-
<b>Any Others (Specify)</b>	<b>1</b>	<b>100</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Clearing Members	1	100	100	-	-	-	-
<b>Sub Total</b>	<b>636</b>	<b>1,699,600</b>	<b>898,100</b>	<b>53.11</b>	<b>53.11</b>	<b>-</b>	<b>-</b>
<b>Total Public shareholding (B)</b>	<b>636</b>	<b>1,699,600</b>	<b>898,100</b>	<b>53.11</b>	<b>53.11</b>	<b>-</b>	<b>-</b>
<b>Total (A)+(B)</b>	<b>637</b>	<b>3,200,000</b>	<b>2,398,500</b>	<b>100.00</b>	<b>100.00</b>	<b>-</b>	<b>-</b>
<b>(C) Shares held by Custodians and against which Depository Receipts have been issued</b>							
(1) Promoter and Promoter Group	-	-	-	-	-	-	-
(2) Public	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A)+(B)+(C)</b>	<b>637</b>	<b>3,200,000</b>	<b>2,398,500</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>

## Wellness Noni Limited

### SECRETARIAL COMPLIANCE CERTIFICATE

(Pursuant to Section 383A of the Companies Act, 1956)

CIN. : L65993TN1992PLC023697  
Nominal Capital : Rs. 6,00,00,000 /-  
Paid up Capital : Rs. 3,20,00,000/-

The Members of  
WELLNESS NONI LIMITED,  
(Previously Known as RGN SECURITIES AND HOLDINGS LIMITED)  
No.12, Rajiv Gandhi Road  
Perungudi, Chennai - 600 096

I have examined the registers, records, books and papers of WELLNESS NONI LIMITED, (Previously Known as RGN SECURITIES AND HOLDINGS LIMITED), (the Company), as required to be maintained under the Companies Act, 1956 (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2012. (from 01-04-2011 to 31-03-2012) In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officials and agents, I certify that in respect of the aforesaid financial year :

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and rules made there under and all entries therein have been recorded.
2. The company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies/Regional Director/Central Government/Company Law Board or other authorities within the time prescribed under the Act and the rules made there under and in case of delay with additional fee.
3. The Company, is a Public Limited Company under section 3(1) (iv) of the Companies Act, 1956 and having the minimum prescribed paid up share capital.
4. The Board of Directors duly met Thirteen Times (13) on 1-4-2011, 18-4-2011, 27-6-2011, 25-07-2011, 29-07-2011, 03-08-2011, 20-09-2011, 25-10-2011, 29-10-2011, 05-12-2012, 25-01-2012, 04-02-2012 and 09-2-2012 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 26th September 2011 to 28th September 2011 (both days inclusive) during the financial year, under review.
6. The Annual General Meeting for the financial year ended on 31.03.2011 was held on 28.09.2011 by giving notice to the members of the Company and the resolutions passed there at were recorded in Minutes Book maintained for the purpose.
7. No Extraordinary general meeting was held during the year under review.

## Wellness Noni Limited

8. As per the information and explanation the company has not advanced any loans or guarantee to its Directors or Persons or firms or Companies as referred Under Section 295 of the Act, during the year under review.
9. The Company has obtained the approval of the Board of Directors for the Contract under section 297 with Noni Bio-Tech Private Limited in which the Directors are interested. The application for approval of the Central Government is pending before Regional Director, Chennai As per the information and explanation the Company has no other instance for the transactions falling under section 297 which necessitated the approval of the Board and Central Government.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. AS per the information and explanations there were no instances falling within the purview of section 314 of the Act the Company for obtaining the approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any Duplicate Share Certificates during the financial year.
13. (i) There were no allotment, transfer and transmission of securities during the financial year under review.  
  
(ii) The Company is not required to deposit any amount in a separate Bank account, as no dividend was declared during the financial year.  
  
(iii) The Company is not required to post warrants to any members of the Company, as no dividend was declared during the financial year.  
  
(iv) The Company is not required to transfer the amount in unpaid dividend account, Matured deposit, and the interest accrued thereon as there was no amounts which have remained unclaimed or unpaid for a period of seven years to Investors Education and Protection Fund.  
  
(v) The Company has generally complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. Mr. T. Thanigaikumar, A. Arunachalam, Sridhar Soundarajan and Sivakumar Mariappan appointed as additional directors at the Board Meeting held on 01.04.2011 and there was no appointment of alternative directors or directors to fill casual vacancies during the year under review.
15. The Company has not appointed any managing director/whole-time director/manager during the financial year under review.
16. No appointment of Sole Selling Agents was made during the year under review.
17. Subject to para 9 supra the Company was not required to obtain any approvals of the Central Government Company Law Board, Regional Director, Registrar of Companies or such other authorities as may be prescribed under the various provisions of the Act, during the year under review.
18. The Directors have disclosed their interest in the Firms/Companies to the Board of Director pursuant to the provisions of the Act and the rules made there under.

## Wellness Noni Limited

19. The Company has not issued/allotted any shares / debentures/ other securities during the financial year under review.
20. The Company has not bought back any Shares during the financial year under review.
21. The Company has not issued any Preference Shares/ debentures pending redemption, hence a comment on redemption is not required.
22. As explained to us, there were no transactions necessitating the Company to keep in abeyance the rights to dividend and bonus Shares, pending registration of transfer of Shares.
23. As per information and explanation the Company has not accepted any deposits, including unsecured loan falling within the preview of Section 58A and 58AA of the Act and rules made there under, during the financial year.
24. The Company has not made any borrowings during the financial year under review.
25. The Company has not made any loans or advances or given any guarantees or provided securities to other body corporate under section 372A during the financial year under review.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to Objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of association with of the Company during the year under scrutiny.
31. As per the information and explanations there was no prosecution initiated against or show cause notice received by the company and no fines and penalties or any other punishment was imposed on the company during the financial year for offence under the act.
32. The Company has not received any money as security from its employees during the financial year.
33. The provisions of Section 418 of the Act are not applicable to this Company during the year under review.

Place : Chennai  
Date : 30-05-2012

S. Saimathy  
Practising Company Secretary, CP No 8537

## Wellness Noni Limited

CIN. : L65993TN1992PLC023697

Nominal Capital : Rs. 6,00,00,000 /-

Paid up Capital : Rs. 3,20,00,000/-

### ANNEXURE TO SECRETARIAL COMPLIANCE CERTIFICATE 'A' WELLNESS NONI LIMITED,

Registers and Returns, as Maintained by the Company

S.No.	Name of Register	Under Section
01	Register of Members	150
02	Minutes Book of Board of Directors	193
03	Minutes Books of General Body of shareholders	193
04	Books of Accounts	209
05	Register of Directors, MD and Secretary	303
06	Register of Directors' Shareholdings	307
07	Register of Contracts, Companies and firms in which the Directors of the Company are interested	301
08	Register of Loans, Investments, Guarantee & Securities	372A
09	Copies of Annual Return	159 & 160
10	Directors' Attendance Register	
11	Register of Transfer	108

## Wellness Noni Limited

CIN. : L65993TN1992PLC023697

Nominal Capital : Rs. 6,00,00,000 /-

Paid up Capital : Rs. 3,20,00,000/-

### ANNEXURE TO SECRETARIAL COMPLIANCE CERTIFICATE 'B' WELLNESS NONI LIMITED,

Forms and Returns as filed by the Company with Registrar of Companies, during the financial year ending 31st March 2012

S. No.	Particulars	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional fee paid
1.	Form 32 under section 303 for appointment Mr. S Sridhar, Mr. T Thanigaikumar, Mr. A Arunachalam and Mr. M Sivakumar as additional Directors with effect from 1st April 2011	08.04.2011	Yes	NA
2.	Form 23 under section 192 for postal ballot resolutions passed on 30-03-2011 for Alteration of object clause and change of name	27.04.2011	Yes	NA
3.	Form 1B under section 21 for Central Government approval relating to change of Name from RGN Securities & Holdings Ltd. To Wellness Noni Limited	29.04.2011	Yes	NA
4	Form 23AC/ACA XBRL under section 220 for the Balance Sheet as on 31-03-2011 and the profit and loss account for the year ended as on that date	25.01.2012	No	Yes
1.	Form 24A for approval of contract between the Company and Noni Bio-Tech Private Limited in which the Directors are interested.	13-03-2012	Yes	NA

Central Government or other Authorities during the financial year ending 31st March 2012

- NIL-

**Wellness Noni Limited**

**AUDITOR 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 31.03.2012 , 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 : 23-05-2012

B. BALASUBRAMANIAN  
CHARTERED ACCOUNTANT

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

I have audited the attached Balance Sheet of M/s. WELLNESS NONI LIMITED (formerly known as RGN SECURITIES AND HOLDINGS LIMITED) as on 31st March, 2012 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.
    - i) In the case of Balance sheet, of the state of affairs of the company as at 31st March, 2012 and
    - ii) In the case of the profit and loss account, the Profit for the year ended on that date.

PLACE: CHENNAI - 34.  
DATE: 23.05.2012

B. BALASUBRAMANIAN  
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 the Companies Act, 1956 and exceeding the value of Rs. 5 Lakhs. Transaction with related party concern M/S NONI BIOTECH PRIVATE LIMITED sales made Rs. 41,87,630/- during the year.
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.

## Wellness Noni Limited

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 2012, for a period of more than six months from the date of becoming payable.
10. The Company has an accumulated loss of Rs.1,27,16,579.71 and the same is decided by the Board to treat as earlier year losses in the Balance sheet. More over the losses are not eligible to carry forward and set off in the future earnings. The Company earned profit during the 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 notice or reported during the year, that causes the financial statements to be materially misstated.

PLACE: CHENNAI - 34  
DATE: 23.05.2012

B. BALASUBRAMANIAN  
CHARTERED ACCOUNTANT

**Wellness Noni Limited**

**WELLNESS NONI LTD**

(Formerly known as RGN SECURITIES AND HOLDINGS LTD)

**BALANCE SHEET AS AT 31 MARCH 2012**

Particulars	Notes	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
Share Capital	1	32,000,000.00	32,000,000.00
Reserves & Surplus	2	303,013.66	-
<b>2. Non-current Liabilities</b>			
Long Term Borrowings	3	-	-
Other Long Term Liabilities	4	1,844,414.29	1,844,414.29
Long term Provisions	5	-	-
<b>3. Current liabilities</b>			
Short-term Borrowings	6	2,878,146.41	1,555,000.00
Trade Payables	7	-	-
Other Current Liabilities	8	212,331.00	107,257.00
Short-term Provisions	9	230,816.00	54,891.00
<b>TOTAL</b>		<b>37,468,721.36</b>	<b>35,561,562.29</b>
<b>II. ASSETS</b>			
<b>4. Non-current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	10	16,275,723.00	16,362,840.00
Intangible Assets	11	12,716,579.71	12,716,579.71
Capital Work-in-Progress			
Non-current Investments	12	3,778,855.00	3,778,855.00
Long-term Loans and Advances	13	-	-
Other Non-current Assets	14	-	-
<b>5. Current Assets</b>			
Current Investments	15	-	-
Inventories	16	709,450.00	41,796.61
Trade Receivables	17	733,584.04	478,018.00
Cash and Cash Equivalents	18	843,910.41	2,159,472.97
Short-term Loans and Advances	19	2,410,619.20	24,000.00
<b>TOTAL</b>		<b>37,468,721.36</b>	<b>35,561,562.29</b>

For WELLNESS NONI LIMITED

Sd/-  
Prof.P.I.PETER  
Director

Sd/-  
S.KALA  
Director

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant

Date : 23.05.2012  
Place : Chennai

**Wellness Noni Limited**

**WELLNESS NONI LTD**

(RGN SECURITIES AND HOLDINGS LTD)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2012**

Particulars	Notes	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from Operations	21	5,209,926.66	780,460.00
II. Other Income	22	720,000.00	240,000.00
Total Revenue (I+II)		5,929,926.66	1,020,460.00
III. Expenses			
Cost of materials consumed			
Purchase of Stock-in-Trade	23	3,025,210.00	489,955.00
Changes in inventories of Finished Goods			
Employee Benefit expenses	24	629,755.00	96,658.00
Finance costs	25	1,468.00	610.00
Depreciation and Amortization expenses		87,117.00	55,176.82
Other Expenses	26	1,738,363.00	294,269.83
Total Expenses		5,481,913.00	936,669.65
IV. Profit before Exceptional Extraordinary Items and tax ( III-IV )		448,013.66	83,790.35
V. Exceptional Items		-	
VI. Profit before Extraordinary Items and Tax (V-VI)		448,013.66	83,790.35
VII. Extraordinary Items		-	
VIII. Profit Before Taxation (VII-VIII)		448,013.66	83,790.35
Tax Expenses			
Current Tax		145,000.00	25,891.00
Deferred Tax		-	
IX. Profit (Loss) for the period from Continuing Operations		303,013.66	57,899.35
X. Profit (Loss) from Discontinuing Operations			
XI. Tax Expenses of Discontinuing Operations			
XII. Profit (Loss) from Discontinuing Operations (After Tax)			-
Profit (Loss) for the Period (XI+XIV)		303,013.66	(12,716,579.71)
Earnings Per Equity share			
Basic			
Diluted			

For WELLNESS NONI LIMITED

Sd/-  
Prof.P.I.PETER  
Director

Sd/-  
S.KALA  
Director

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant

Date : 23.05.2012

Place : Chennai

**Wellness Noni Limited**

**WELLNESS NONI LIMITED**

(RGN Securities and Holdings Ltd)

**CASH FLOW STATEMENT AS AT 31st MARCH 2012**

(Rs.in Lakhs)

	31-03-2012	31.3.2011
A : Cash Flow from Operating Activities		
Net Profit / (Loss) before Tax	5,35,131	1,38,966
Depreciation	87,117	55,177
Provision for Taxation	1,45,000	25,891
Operating Profit before Working Capital changes	3,03,014	57,899
Inventories	6,67,657	41,796
Increase in Short Term Borrowings	(13,23,146)	(4,22,830)
Increase long term liabilities	0	5,74,414
Increase in Duties and taxes	(1,05,074)	(1,04,121)
Increase in Provisions	(1,75,925)	37,979
Purchase of Fixed Assets (Net)	0.00	5,19,110
Trade Receivables	2,55,566	4,78,018
Short Term Advances	23,86,619	(20,02,546)
Cash and equivalents Increase	(13,15,562)	12,94,058
Net Cash Flow from Financing Activities		
Opening Cash and Bank balance 1-04-2011	21,59,472	8,65,814
Closing Cash and Bank Balance - 31-3-2012	8,43,910	21,59,472

For and on behalf of the Board

Sd/-  
Prof.P.I.PETER  
Director

Sd/-  
S.KALA  
Director

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant

Date : 23.05.2012

Place : Chennai

## Wellness Noni Limited

**Note : 1**

### Share Capital

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Equity Share Capital		
Authorised share capital 60,00,000 Equity Shares of Rs.10/-each	60,000,000.00	60,000,000.00
Issued, Subscribed and fully paid share capital	32,000,000.00	32,000,000.00
Total	32,000,000.00	32,000,000.00

**Note : 2**

### Reserves and Surplus

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Surplus for the year	303,013.66	-
Total	303,013.66	-

**Note : 3**

### Long-term Borrowings

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Secured		
Deposits	-	-
Unsecured		
Deposits	-	-
Total	-	-

**Note : 4**

### Other Long-term Liabilities

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Trade Payable	-	
Others	1,844,414.29	1,844,414.29
Total	1,844,414.29	1,844,414.29

## Wellness Noni Limited

**Note : 5**

### Long-term Provisions

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Provision For Employee Benefits	-	
Others	-	
<b>Total</b>	-	-

**Note : 6**

### Short-term Borrowings

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Secured	-	-
Unsecured		
Loans Repayable on Demand		
Loans and Advances from related parties	2,878,146.41	1,555,000.00
Deposits		
Other Loans and Advances		
<b>Total</b>	2,878,146.41	1,555,000.00

**Note : 7**

### Trade Payable

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
(list the creditors)	-	-
<b>Total</b>	-	-

**Note : 8**

### Other Current Liabilities

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Current maturities of Long-term Debts		
Unpaid dividends		
Refundable Share Application Money		
Other Payables	212,331.00	107,257.00
<b>Total</b>	212,331.00	107,257.00

## Wellness Noni Limited

**Note : 9**

### Short-term Provisions

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Provision For Employee Benefits	-	-
Auditor Fees	30,000.00	25,000.00
Outstanding Expenses	55,816.00	4,000.00
Income Tax Provisions	145,000.00	25,891.00
Others	-	
Total	230,816.00	54,891.00

**Note : 10**

### Intangible Assets

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Goodwill	-	-
Accumulated Losses	12,716,579.71	12,716,579.71
Total	12,716,579.71	12,716,579.71

**Note : 11**

### Non-current Investments

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Trade investments	3,778,855.00	3,778,855.00
Total	3,778,855.00	3,778,855.00

**Note : 12**

### Long-term Loans And Advances

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Secured and considered Good Capital Advances	-	-
Loans and Advances to related parties	-	-
Unsecured considered good Capital Advances	-	-
Loans and Advances to related parties	-	-
Total	-	-

## Wellness Noni Limited

**Note : 13**

**Other Non-current Assets**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Long-term Trade Receivables		
Secured considered good	-	-
Unsecured considered good	-	-
Total	-	-

**Note : 14**

**Current Investments**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Investments in Equity Instruments	-	-
Other non-current investments	-	-
Total	-	-

**Note : 15**

**Inventories**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Raw Materials		
Work-in-Progress		
Finished Goods	709,450.00	41,796.61
Total	709,450.00	41,796.61

**Note : 16**

**Trade Receivables**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Secured		
Unsecured	733,584.04	478,018.00
Total	733,584.04	478,018.00

## Wellness Noni Limited

**Note : 17**

### Cash and Cash Equivalents

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Balances with Bank		
State bank of India.Adyar Branch	210,556.00	1,517,885.00
Cash on Hand	633,354.41	641,587.97
Total	843,910.41	2,159,472.97

**Note : 18**

### Short-term Loans and Advances

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Loans and advances to related parties (list in secured/unsecured/doutful)	-	-
Advance paid to Suppliers	2,114,619.20	-
Deposit WNRF	200,000.00	-
TDS - 2011	24,000.00	24,000.00
TDS - 2012	72,000.00	-
Total	2,410,619.20	24,000.00

**Note : 19**

### Contingent Liabilities and Commitments

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Contingent Liabilities		
Claim against the company not acknowledge as debt	-	-
Total	-	-
Commitments		
Uncalled liability on shares and other		
Total	-	-

## Wellness Noni Limited

**Note : 20**

### Revenue From Operations

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Revenue from- Sale of Products	5,209,926.66	780,460.00
Sale of Services		
Other Operating revenues		
Total	5,209,926.66	780,460.00

**Note : 21**

### Other Income

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Other non-operating income	720,000.00	240,000.00
Total	720,000.00	240,000.00

**Note : 22**

### Cost of Goods Sold

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Opening Stocks	41,796.61	-
Add: Purchase	3,692,863.39	531,751.61
Total	3,734,660.00	531,751.61
Less : Closing Stocks	709,450.00	41,796.61
Total	3,025,210.00	489,955.00

**Note : 23**

### Employee Benefits Expenses

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Salaries and Wages	551,405.00	96,128.00
Staff Welfare Expenses	78,350.00	530.00
Total	629,755.00	96,658.00

## Wellness Noni Limited

**Note : 24**

**Finance Costs**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Interest Expense	1,468.00	610.00
Total	1,468.00	610.00

**Note : 25**

**Other Expenses**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Listing Fees	575,850.00	26,344.00
Rates & Taxes	27,761.00	24,714.00
Telephone Expenses	24,169.00	-
Travelling Expenses	22,175.00	-
General Expenses	82,750.00	-
AGM Meeting Expenses	38,500.00	-
Postage & Courier	24,114.00	12,617.00
Printing & Stationery	52,144.00	2,264.00
Advertisement	17,500.00	4,000.00
Certificate Charges	17,950.00	-
RTA EXP	16,545.00	-
Internet Exp	24,163.00	3,781.00
Consultation Charges	600,000.00	137,521.00
Business Promotion	118,488.00	56,603.00
Office Maintenance	66,254.00	1,425.83
Auditor Remuneration	30,000.00	25,000.00
Total	1,738,363.00	294,269.83

**Wellness Noni Limited**

**WELNESS NONI LIMITED  
SCHEDULE B : FIXED ASSETS AS ON 31ST MARCH 2012**

NOTE : 10

Sl. No	Particulars of Assets	%	GROSS BLOCK			DEPRECIATION			NET BLOCK	
			Cost As on 01.04.2011	Additions	Cost As On 31.03.2012	Up to 01.04.2011	For the Year	Up to 31.03.2012	As on 31.03.2012	As on 31.03.2011
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	16,881.00	26,811.00	39,389.00	56,270.00
3	FURNITURES & FITTINGS	10%	97,550.00	-	97,350.00	4,868.00	9,248.00	14,116.00	83,234.00	92,482.00
4	OFFICE EQUIPMENTS	15%	156,473.00	-	156,473.00	97,646.00	8,824.00	106,470.00	50,003.00	58,827.00
5	PLANT & MACHINERY	15%	504,635.00	-	504,635.00	160,042.00	51,689.00	211,731.00	292,904.00	344,593.00
6	CELL PHONE	15%	6,950.00	-	6,950.00	3,782.00	475.00	4,257.00	2,693.00	3,168.00
			<b>16,639,108.00</b>	<b>-</b>	<b>16,639,108.00</b>	<b>276,268.00</b>	<b>87,117.00</b>	<b>363,385.00</b>	<b>16,275,723.00</b>	<b>16,362,840.00</b>

**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 consistently 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, 2012**

The company has started its new line business and achieved turnover of Rs 5929927.00 during this year.

7. Earning Per Share	2011-12	2010-2011
a. Weighted averages number of Equity Shares of Rs.10/-each	32,00,000	32,00,000
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	4,48,013	57,000
b. Basic and diluted earning per share (in Rupees)	0.14	0.018

## 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	31.03.2012	31.03.2011
	(Rs.)	(Rs.)
Audit Fees	30,000	25,000
provision for contingent liability	NIL	NIL
Inventories	709450	41797
Reserves & Surplus	303014	NIL
Provision for Income Tax	145000	25891

3. Related Party Disclosure for the year ended 31st March 2012

Note : Related Party relationship are identified by the management and relied upon by the Auditors as the Directors are also Directors in the buyer Company.

#### Transactions with Related Parties

Sales of Goods	31.03.2012	31.03.2011
M/s. Noni BioTech Pvt. Ltd.	41,87,630	Nil

4. Figures of the previous year have been regrouped wherever necessary to conform to the classification off the current year.
5. The significant Accounting Policies numbering form G (1) to G(7) and other notes on Accounts numbering from H(1) to H(12) 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 : 23.05.2012  
Place : Chennai

## Wellness Noni Limited

### WELLNESS NONI LIMITED

(RGN Securiites 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	:	31-03-2012
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.....
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. 59,29,927.00
Total Expenditure	:	Rs. 54,81,913.00
Net Profit before Tax	:	Rs . 4,48,013.66
Net Profit after Tax	:	Rs. 3,07,598.66
Earning per share :	:	0.
Divident rate	:	Nil
Generic Name of three principle Products/service of Company		
Item code No	:	N.A.
Product Description	:	

**Wellness Noni Limited**

**WELLNESS NONI LIMITED**

(RGN Securiites 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 Twentieth Annual General Meeting held on 24 TH August, 2012 at 11.30 a.m.

- 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 Securiites 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 24th August, 2012 at 11.30 a.m. and/or any adjournment thereof.

Signed this ..... day of ..... 2012

Signature .....

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.