

# **Annual Report**

## **2013 - 2014**

### **WELLNESS NONI LIMITED**

(formerly RGN Securities and Holdings Ltd)

CIN : L74990 TN 1992 PL C023697

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. S. Kala	- Director
Mrs. Deviprabha	- Director
Mr. M. Sivakumar	- Independent Director
Mr. A. Arunachalam	- Independent Director
Mr. T. Thanigaikumar	- Independent Director
Mr. S. Sridhar	- Independent Director
Mr. S. Sunder Singh	- Independent Director

### **Statutory Auditors :**

A. Siva  
Chartered Accountants  
273, Purasawalkam High Road  
Chennai - 600 007.

### **Bankers :**

Canara Bank  
Adyar, Chennai 600 020

State Bank of India,  
Adyar Branch, Chennai 600 020

### **Registrar and Transfer Agents**

#### **M/s. CAMEO CORPORATE SERVICES LTD**

'Subramanian Building',  
No.1, Club House Road, Chennai-600 002.  
Phone: (D) 2846 0425 (G) 2846 0390, Fax: 044-2846 0129  
Grams: CAMEO  
E-mail : rdr@cameoindia.com; Website : www.cameoindia.com

# **WELLNESS NONI LIMITED**

(formerly RGN Securities and Holdings Ltd)

CIN : L74990 TN 1992 PL C023697

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

Phone : 044 -3257 6748 Email : mail@wellnessnoni.net Website :wellnessnoni.net

## **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Shareholders of M/s. Wellness Noni Limited will be held on Tuesday, the 30th September 2014 at "Life Success Academy," No 4, Elite Plaza, E Road, Koyambedu, Chennai 600 107 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 Account for the financial year ended 31st March 2014 the Balance Sheet as at that date and the Directors and Auditor's Report thereon.
2. To elect a director in place of Prof.P.I.Peter (holding DIN 00870946), who retires by rotation and being eligible offers himself for reappointment.
3. To elect a director in place of Mrs. M.Deviprabha Kumar (holding DIN 02520140), who retires by rotation and being eligible offers herself for reappointment.
4. To elect a director in place of Mrs.S.Kala (holding DIN 00871183), who retires by rotation and being eligible offers herself for reappointment.
5. To appoint Statutory Auditors and fix their remuneration. Mr. A. Siva, Chartered Accountant, Chennai, as Auditor of the Company in place of Mr.M.Balasubramaniam, Chartered Account, Chennai, who has expressed his unwillingness to be reappointed.

### **SPECIAL BUSINESS**

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of Companies Act, 2013, and Rules made thereunder, read with Schedule IV to the Act, Mr.S.Sunder Singh (holding DIN 03436151), who was appointed as an Additional Director of the Company with effect from 14th February 2014 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting and in respect of whom the company has received a notice from a member proposing his candidature, be and is hereby appointed as an Independent Non-Executive Director whose period of office shall be liable to determination by retirement of Directors by rotation.."

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

## Wellness Noni Limited

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. M. Sivakumar (holding DIN 03497863), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. A. Arunachalam (holding DIN 03497774), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

9. To Consider and if thought fit to pass the following Resolution with or without modification as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. T. Thanigaikumar (holding DIN 03497772), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

10. To Consider and if thought fit to pass the following Resolution with or without modification as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. S. Sridhar (holding DIN 03497803), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

Date : 30-05-2014  
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. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PER CENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. Revenue stamp for 15 paisa 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. 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.
4. Members who are holding Company's shares in dematerialized form requested to bring details of their Depository Account Number for identification.
5. The Register of members and Share Transfer Books of the Company will remain closed from Wednesday 24-09-2014 to Friday, 26-09-2014(both days are inclusive)
6. 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).
7. The equity shares of the Company are available for trading in dematerialized form (scripless trading in electronic form) through Depository Participants.
8. 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.
9. 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

10. 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 CAMEO CORPORATE SERVICES LTD.

11. Information pursuant to clause 49 of the listing agreement in respect of proposed appointment/ appointment of directors

01	Name	Prof. P. I. Peter
A	Date of Birth	23-03-1951
B	Date of Appointment	30-06-2006
C	Qualifications	B.Sc(Botany), M.D(Alternate Medicine)
D	Expertise	Wellness Awareness Movement
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

02	Name	Mrs. S. Kala
A	Date of Birth	13-07-1975
B	Date of Appointment	30-06-2006
C	Qualifications	MCA
D	Expertise	Marketing
E	Other Directorships Name of the Company	Nil
F	Committee Memberships, if any, with position	Nil

03	Name	Mrs. M. Devi Prabha
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

## Wellness Noni Limited

04	Name	Shri S.Sunder Singh
A	Date of Birth	01-06-1951
B	Date of Appointment	14-02-2014
C	Qualifications	B.A., MBA.,
D	Expertise	Sales & Marketing
E	Other Directorships Name of the Company	NIL
F	Committee Memberships, if any, with position	NIL

05	Name	M. Sivakumar
A	Date of Birth	10-05-1961
B	Date of Appointment	01.04.2011
C	Qualifications	B.Sc., (Botany)
D	Expertise	Accounts & Internal Audit
E	Other Directorships Name of the Company	NIL
F	Committee Memberships, if any, with position	NIL

06	Name	A. Arunachalam
A	Date of Birth	02-01-1965
B	Date of Appointment	01.04.2011
C	Qualifications	B.A
D	Expertise	Publication
E	Other Directorships Name of the Company	NIL
F	Committee Memberships, if any, with position	NIL

## Wellness Noni Limited

07	Name	T. Thanigaikumar
A	Date of Birth	31-07-1978
B	Date of Appointment	01.04.2011
C	Qualifications	B.Com.,
D	Expertise	Graphic Designing
E	Other Directorships Name of the Company	NIL
F	Committee Memberships, if any, with position	NIL

08	Name	S. Sridhar
A	Date of Birth	17-03-1967
B	Date of Appointment	01.04.2011
C	Qualifications	B.Sc.,
D	Expertise	Public Relation
E	Other Directorships Name of the Company	NIL
F	Committee Memberships, if any, with position	NIL

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.



## Wellness Noni Limited

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose)

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

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

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(x) Click on <Company Name> on which you choose to vote.

(xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (D) Mrs.R.Kanakadhara Practicing Company Secretary has been appointed as scrutitizer for E-voting.

### **EXPLANATORY STATEMENT PURSUANT TO 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 6**

Mr.S.Sunder Singh, was co-opted as an Additional Director of the Company with effect from 14th February 2014 at the meeting of Board of Directors of the company and who holds office till the date of this Annual General Meeting.

Mr. S. Sunder Singh is having more than 25 years of experience in Sales & Marketing, Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company.

Hence this Ordinary Resolution is being placed before the members for approval.

Except Mr. S. Sunder Singh, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

#### **Item No. 7**

Mr. M. Sivakumar, is a Non-Executive Independent Director of the company. He joined the Board of Directors of the company on 01.04.2011.

Mr. M. Sivakumar is having more than 20 years of experience in Accounts. Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company.

## Wellness Noni Limited

Hence this Ordinary Resolution is being placed before the members for approval.

Except Mr. M. Sivakumar, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

Item No. 8

Mr. A. Arunachalam, is a Non-Executive Independent Director of the company. He joined the Board of Directors of the company on 01.04.2011.

Mr. A. Arunachalam is having more than 20 years of experience in Publication, Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company.

Hence this Ordinary Resolution is being placed before the members for approval.

Except Mr. A. Arunachalam, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

Item No. 9

Mr. T. Thanigaikumar, is a Non-Executive Independent Director of the company. He joined the Board of Directors of the company on 01.04.2011.

Mr. T. Thanigaikumar is having more than 15 years of experience in Graphic Designing & Administration, Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company.

Hence this Ordinary Resolution is being placed before the members for approval.

Except Mr. T. Thanigaikumar, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

Item No. 10

Mr. S. Sridhar, is a Non-Executive Independent Director of the company. He joined the Board of Directors of the company on 01.04.2011.

Mr. S. Sridhar is having more than 20 years of experience in Public Relation & Media, Considering his experience and his valuable contribution to the company, the Directors are of the opinion that his continuance as Director will be of immense benefit to the company.

Hence this Ordinary Resolution is being placed before the members for approval.

Except Mr. S. Sridhar, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, directly or indirectly, in this Ordinary Resolution.

Date : 30-05-2014

Place : Chennai

By Order of the Board  
for WELLNESS NONI LIMITED

-SD-

P. I. Peter  
Director

## Wellness Noni Limited

### WELLNESS NONI LIMITED

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

#### DIRECTORS REPORT

To

The Members,  
Wellness Noni Limited.

Your Directors have a great pleasure to present the 22nd Annual Report of your Company together with the Audited Statement of Accounts and the Auditor's Report thereon for the financial year ended, 31st March, 2014.

#### 1) Business / Financial Results

The working results of the company for the year under report are as under:

Particulars	For the financial period ended 31st March,2014 (Amount in Rupees)	For the financial period ended 31st March,2013 (Amount in Rupees)
Turn Over	4,440,743.15	3,957,322.61
Profit Before Depreciation	676,026.58	589,884.20
Depreciation	83,238.00	71,980.00
Profit / (Loss) after Depreciation	592,788.58	517,904.20
Provision for Tax	189000.00	170000.00
Net Profit After Tax	403788.58	347904.20
Balance Carried over to Balance Sheet	403788.58	347904.20

#### a) Review of Operation:

During the financial year under review, the Company has made a turnover of Rs 44,40,743.15 from its operation as against Rs. 39,57,322.61 for the previous financial year. The net profit after tax for the financial year is Rs. 4,03,788.58 as against Rs. 3,47,904.20 for the previous financial year..

Your Directors are continuously looking for the avenues for future growth of the company.

#### b) Share Capital:

During the year, the Company had not allotted any shares during the year and thereby the subscribed and paid share capital of the company stands as Rs.320.00 lacs at the end of the financial year 2013-2014.

#### c) Material Changes and Commitments:

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report. However, the company is opting for the merger plan with a private limited company of "Noni Biotech Private Limited", engaged in the manufacture of NONI Products, which has good fame and reputation for its product in prevailing market and financially sound and well off position. The effective date for the Merger is from 01-04-2014 subject to necessary approvals.

## Wellness Noni Limited

**d) Change in the nature of business :**

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

**e) Dividend :**

To strengthen the capital base, Your Directors do not recommend any dividend for the financial year ended 31st March 2014

**f) The amount to be proposed to carry to reserves:**

The Board of directors has recommended the amount of profits of Rs. 4,03,788.58 to be carried to General Reserves.

**g) Details of Subsidiary / Joint Venture / Associate Companies:**

During the financial year 2013-14, the company neither acquired nor became the subsidiary or joint venture or associate company.

**2) Deposits:**

The company has, during the year, not accepted any deposits from the public. Since the company does not have any liability of public deposits during the year, there is no deposit remaining unpaid or unclaimed as at the end of the year and no repayment obligation on deposit and interest thereon and default thereof are applicable.

**3) Directors' Responsibility Statement:**

The Board of Directors of the Company confirms that:

- a. In preparation of the Annual Accounts, the applicable accounting standards have been followed.
- b. The Directors had selected such Accounting Policies and applied them consistently and 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 at the end of the financial year and of the profit or loss of the company for that period.
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d. The Directors had prepared the Annual Accounts on a going concern basis.
- e. The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**4) Directors, Board Committees, Key Managerial Personnel and Remuneration:**

**a) Present Board of Directors of Wellness Noni Limited :**

Sl.No	Name of the Director	Designation
1	Prof. P. I. Peter	Director
2	S. Kala	Director
3	M. Devi Prabha	Director
4	M. Sivakumar	Director

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5	S. Sridhar	Director
6	A. Arunachalam	Director
7	T. Thanigaikumar	Director
8	S. Sunder Singh	Director

**b) The statement on declaration given by the independent directors has been enclosed.**

c) Re-appointment of Independent Director after completion of five year term:

Sl.No	Name of the Director
1	P. I. Peter
2	M. Devi Prabha
3	S. Kala
4	S. Sunder Singh

d) Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matter provided under sub-section (3) of section 178.

e) During the year, Mr.S.Sunder Singh has been appointed as Additional Individual Director for the Company

g) Particulars of loans, guarantees or investments:

During the year, the company has not made any loans, guarantees or investments under section 186 of the Companies Act, 2013.

h) Particulars of contracts or arrangements with related parties:

During the year, the company has entered the contracts and arrangements with related parties the particulars of which are described as follows:

Sl.No	Related Party	Nature of Contract	Aggregate Value of Contract
1	Noni Biotech Pvt.Ltd	Selling of Products	Rs. 44,40,743.00

i) Composition of Audit Committee :

The following are the members of the Audit Committee.

Sl.No.	Name of the Member	Status of the Member
1	M. Sivakumar	Chairman
2	S.Kala	Member
3	A.Arunachalam	Member

j) Nomination and Remuneration Committee:

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

k) Remuneration Policy :

The Company has not appointed any Managing Director or Executive Director and hence no managerial remuneration has been paid.

Composition of SHAREHOLDERS COMMITTEE

## Wellness Noni Limited

Sl.No.	Name of the Member	Status of the Member
1	S. Sridhar	Chairman
2	A. Arunachalam	Member
3	T. Thanigaikumar	Member
4	M. Sivakumar	Member

### **5) Particulars of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:**

#### **a) Conservation of Energy:**

As an ongoing process, the Company undertakes various measures to save energy and reduces its consumption.

#### **b) Technology Absorption:**

During the period, the company has not absorbed any technology for product improvement, cost reduction, product development, import substitution, etc.

#### **c) During the year, the company has not incurred any expenditure on research and development.**

#### **c) Foreign Exchange Earnings and Outgo:**

There has been no foreign exchange earnings and outgo during the period.

### **6) Particulars of Employees**

During the year, no employee has received remuneration in excess of Rs.60 lakhs for the whole year or Rs.5 lakhs per month for the part of the financial year or remuneration in excess of that drawn by the Managing Director / Whole Time Director /Manager and holding 2% or more of equity share capital of the company (himself along with spouse and dependent children).

### **4) Disclosure on CSR and Other Policies:**

#### **a) Composition of CSR Committee**

b) The details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year.

c) A statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risks, if any, which, in the opinion of the Board, may threaten the existence of the company.

### **7) Auditors**

Mr. B. Balasubramanian, Chartered Accountants, Chennai, was appointed as statutory auditors, by the members at the Annual General Meeting held on 5th September, 2013 and holds office till the date of Annual General Meeting. He has expressed his unwillingness to be re-appointed as Statutory Auditor of the company.

Mr. A. Siva, Chartered Accountant, Chennai, has expressed his willingness to accept appointment as Statutory Auditor of the company, to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting of members. The company has received a certificate from him under Section 141 of the Companies Act, 2013 confirming that he is eligible for appointment.

The Audit Committee and the Board has reviewed his eligibility for appointment as Statutory Auditor of the company and recommend his appointment for the aforesaid period.

## Wellness Noni Limited

### 8) Observations in Audit Reports:

Since Auditor's observation and Notes to Financial Statements are self explanatory in nature, Board's explanations are not required.

### 9) Secretarial Audit Report under section 204 of the Act, is not required to be Annaxed to Board's Report.

### 10) During the year, the company has not exercised any Buy-Back option of its own share u/s.67.g.

### INDUSTRIAL RELATIONS

Industrial relations continued to be cordial during the financial year.

### 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 2013-14.

### 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 obtained.

### 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 : 30.05.2014

Sd/-  
P.I. Peter  
Director

Sd/-  
S Kala  
Director



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management of WELLNESS NONI LIMITED 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 2013-2014 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 entered the business of manufacturing and Marketing of Noni based Fruit Juice Concentrate.

### **Macro-Economic**

The macroeconomic policy response in India after the North Atlantic financial crisis (NAFC) was rapid. The overshooting of the stimulus and its gradual withdrawal sowed seeds for inflationary and BoP pressures and growth slowdown, then exacerbated by domestic policy bottlenecks and volatility in international financial markets during mid-2013. Appropriate domestic oil prices and fiscal consolidation will contribute to the recovery of private sector investment. Fiscal consolidation would also facilitate a reduction in inflation, which would moderate gold imports and favorably impact real exchange rate and current account deficit

### **Overview of the Business of the Company**

Wellness Noni products are considered Food supplementary and harmless to the human beings. Even with a (hopefully) recovering economy, doing business is challenging on the home front because of 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.

### **Opportunities and Threats**

#### **Opportunities**

Your Company has to differentiate its service with the help of technology and human capital. Against this backdrop, your company has been marching ahead to face the competition and improve its market share.

#### **Threats**

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

## **Wellness Noni Limited**

### **Segmental Analysis**

Your company is concentrating in only one segment i.e., Manufacturing and trading of Agri based Food Products and the entire operational income of the company is derived from it.

### **Outlook**

The company has already launched a number of noni based cosmetic products at domestic as well as international level.

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 based upon focused research and consumer feedback. Secondly, our thrust is on enhancing distribution in the country.

The company caters on 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 relationship.
- Strategic focus on Indian domestic market.
- Research 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 an adequate internal control systems and procedures commensurate with the size and nature of the business. The system is designed adequately to ensure that the 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 describes that 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 8 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	37.50%
Non-Executive & Independent Director	5	62.50%

During the period ended 31.3.2014, 5 Board Meetings were held on 31-05-2013, 30-06-2013, 31-10-2013 and 14-2-2014. The maximum time interval between any two meetings was not more than 90 days.

#### Attendance of each director at the Board Meetings and the last AGM

The 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	4	4	YES	YES	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			
S. KALA	Non-Executive Non Independent Director	4	4	YES	YES	Nil
M. DEVIPRABHA	Non-Executive Non Independent Director	4	4	YES	YES	Nil
Mr. M. SIVAKUMAR	Non-Executive Non Independent Director	4	4	YES	YES	Nil
Mr. A. ARUNACHALAM	Non-Executive Non Independent Director	4	4	YES	YES	Nil
Mr. T. THANIGAI KUMAR	Non-Executive Non Independent Director	4	4	YES	YES	Nil
Mr. S. SRIDHAR	Non-Executive Non Independent Director	4	4	YES	YES	Nil
Mr. S. Sunder Singh	Non-Executive Non Independent Director	1	1	YES	YES	Nil

\* NED - Non Executive, Non Independent Director;

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 Annual General Meeting for the financial year ended on 31-03-2013 was held on 05th September 2013 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 2014.

## Wellness Noni Limited

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.

### 2. AUDIT COMMITTEE

Composition of Audit 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

Meetings and Attendance Record of Audit Committee

The Audit Committee met five (05) times during the year (i.e) on 23/05/2013, 27/07/13 30/07/13, 30/10/13 and 01/02/2014 and the details of the number of meetings held and attendance record of the members are as follows for the year 2013-2014.

<b>Director</b>	<b>Meeting Held</b>	<b>Attended</b>
Mr. M. Sivakumar	5	5
Mr. A. Arunachalam	5	5
Mr. S. Sridhar	5	5
Mr. T. Thanigaikumar	5	5

The Statutory Auditors are invited to attend and participate at the meetings.

The Chairman of the Audit Committee was present at the Annual General Meeting held on 5<sup>th</sup> Sept. 2013.

Brief description of terms of reference

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

The committee does an 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. It recommends the appointment of external auditor, fixation of audit fee and also approval for payment for any other services.

### 4. REMUNERATION COMMITTEE

#### **Remuneration Committee and Remuneration Policy**

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 during the financial year.

## Wellness Noni Limited

### 5. SHAREHOLDERS GRIEVANCE COMMITTEE

The company has constituted a Shareholders Grievance Committee consisting of four members with Mr. S Sridhar as the Chairman of the Committee.

#### **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' Grievance Committee are:

Mr. S. Sridhar, Chairman

Mr. A. Arunachalam, Member

Mr. T. Thanigaikumar, Member

Mrs. M. Devi Prabha, 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 in the report.

As no complaints were received during the year, hence no redressal of complaint was done during the year 2013-14.

Representatives of your company are continuously in touch with Cameo Corporate Services Limited, Share Transfer Agents of the Company, and review periodically the outstanding complaints, if any.

### 6. GENERAL MEETINGS :

Location and time for the last three Annual General Meetings

Year	Date	Time	Venue
2010-2011	28-09-2011	10.30A.M	24-Love Peach Harmony Hall, Rajiv Gandhi Road, Perungudi, Chennai 600 096.
2011-2012	24-08-2012	11.30A.M	24-Love Peach Harmony Hall, Rajiv Gandhi Road, Perungudi, Chennai 600 096.
2012-2013	05-09-2013	11.30A.M	Life Success Academy, No 4, Elite Plaza, E. Road Koyambedu, Chennai 600 107.

The Shareholders passed all resolutions, including Special Resolutions, as set out in the Notice of respective meetings.

## 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.

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

At the 22nd Annual General Meeting Prof.P.I.Peter, Mrs S.Kala, and Mrs.M.Deviprabha retire by rotation and being eligible offer themselves for re-appointment. Mr.Sunder Singh, who was co-opted by the Board as an Additional Director with effect from 14.02.2014, holds office till the date of this AGM.

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

### 7. DISCLOSURES

During the year, the Company has entered into transaction with related party concerns as defined under section 297 of the companies Act, 1956 as enumerated in Note No. 20A of Notes of Accounts.

For which the approval has been granted by the Regional Director, Ministry of Corporate Affairs for a specified period of 3 years, i: e, from 13.03.2012 to 12.03.2015. All the necessary disclosures have been made by the Directors of the Company.

### 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 closure 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

### 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 : 30.05.2014

Dr. P.I. Peter  
Director



## Wellness Noni Limited

### CHIEF EXECUTIVE OFFICER (CEO) / CERTIFICATION

I, P.I. Peter, Director of Wellness Noni 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 in violation 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: 30.05.2014  
Place : Chennai

## Wellness Noni Limited

### SHAREHOLDERS' INFORMATION

#### General Shareholder Information :

1. AGM: Date and venue Thursday, 30th September 2014 at 11.30 a.m.  
at "Life Success Academy," No 4, Elite Plaza, E Road,  
Koyambedu, Chennai 600 107
2. Date of Book Closure 24th September 2014 to 26th September 2014  
(both days are inclusive)
3. Financial Calendar Financial Reporting for 2014-2015  
First Quarter June 30, 2014 : on or before August 14, 2014  
Second Quarter September 30, 2014: on or  
before Nov 15 2014  
Third Quarter Dec. 31 2014: on or before Feb 14, 2015  
Fourth Quarter March.2015:on or before May.30, 2015  
AGM for year ending 31st March 2015 : before Sept 2015
4. Registrar and Transfer Agents M/s. Cameo Corporate Services Ltd  
'Subramanian Building', No.1, Club House Road,  
Chennai-600 002.  
Phone: (D) 2846 0425 (G) 2846 0390, Fax: 044-2846 0129  
Grams: CAMEO E-mail:rdr@cameoindia.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. Stock Code 531211
8. 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 2013, 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 Company Scrip Name "WELLNESS"; and the Scrip Code- 531211. The monthly stock price are as follows

Month	Open	High	Low	Close
October 2013	31.00	31.00	31.00	31.00
February 2014	30.85	32.45	32.45	32.45

### 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

Cameo Corporate Services Ltd 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. Cameo Corporate Services Ltd and approved by the Shareholders Committee.

### 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.

## Wellness Noni Limited

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

No. of Equity Shares held	2012-13			
	No. of Share - holders	% of Share - holders	No. of Shares held	% of Shares holding
01 - 100	415	62.87	41500	1.27
101 - 500	124	18.78	39000	1.21
501 - 1000	50	7.57	44700	1.39
1001 - 2000	16	2.42	24000	0.75
2001 - 3,000	10	1.51	25900	0.80
3001 - 4000	4	0.60	13700	0.43
4001 - 5000	1	0.15	4400	0.14
5001 - 10000	8	1.21	53300	1.67
1.00,000 AND ABOVE	32	4.85	29535000	92.29
<b>TOTAL</b>	<b>660</b>	<b>100.00</b>	<b>3200000</b>	<b>100.00</b>

## Wellness Noni Limited

Share holding pattern as on 31.03.2013

CATEGORY	NO. OF SHARES HELD OF SHARE HOLDING	PERCENTAGE
<b>A. PROMOTERS HOLDING</b>		
<b>1. PRMOTERS</b>		
- INDIAN PROMOTERS	1500400	46.89
- FOREIGN PROMOTERS	---	---
PERSONS ACTING IN CONCERT	---	---
<b>SUB - TOTAL</b>	<b>1500400</b>	<b>46.89</b>
<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	221900	6.93
b. Indian Public	1477700	46.18
c. NRIs/OCBs	-----	-----
d. Any Other	-----	-----
Sub Total	1699600	53.11
<b>Grant Total</b>	<b>3200000</b>	<b>100.00</b>

## **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 31.03.2013 , 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 : 30.05.2014

Sd/-

**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 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: 30.05.2014

Sd/-  
B. BALASUBRAMANIAN  
CHARTERED ACCOUNTANT

**ANNEXURE TO THE AUDITOR'S REPORT**

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

1. In respect of Fixed Assets
  - 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. 39,57,322.61/- 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 2013, for a period of more than six months from the date of becoming payable.
10. The Company has an early year's loss of Rs.1,27,16,579.71 and the same is decided by the Board to treat as Intangible assets 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 noticed or reported during the year, that causes the financial statements to be materially misstated.

PLACE: CHENNAI - 34  
DATE: 30.05.2014

Sd/-  
B. BALASUBRAMANIAN  
CHARTERED ACCOUNTANT

**Wellness Noni Limited**

**WELLNESS NONI LTD**

**BALANCE SHEET AS AT 31 MARCH 2014**

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>			
1. Shareholders' Funds			
Share Capital	1	32,000,000.00	32,000,000.00
Reserves & Surplus	2	1,054,706.44	650,917.86
2. Non-current Liabilities			
Long Term Borrowings	3	-	-
Other Long Term Liabilities	4	-	1,764,355.64
Long term Provisions	5	-	-
3. Current liabilities			
Short-term Borrowings	6		
Trade Payables	7	5,166,198.28	2,903,991.27
Other Current Liabilities	8	-	22,766.93
Short-term Provisions	9	436,321.74	294,058.00
<b>TOTAL</b>		<b>38,657,226.46</b>	<b>37,636,089.70</b>
<b>II. ASSETS</b>			
4. Non-current Assets			
Fixed Assets			
Tangible Assets	10	16,270,613.00	16,203,743.00
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	200,000.00	1,878,607.65
Other Non-current Assets	14	-	-
5. Current Assets			
Current Investments	15	-	-
Inventories	16	4,465,512.00	2,983,123.55
Trade Receivables	17	-	-
Cash and Cash Equivalents	18	56,551.00	75,180.79
Short-term Loans and Advances	19	1,169,115.75	-
<b>TOTAL</b>		<b>38,657,226.46</b>	<b>37,636,089.70</b>

For WELLNESS NONI LIMITED

Sd/-  
Prof.PI.PETER  
Director

Sd/-  
S.KALA  
Director

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant

Date : 30.05.2014  
Place : Chennai

**Wellness Noni Limited**

**WELLNESS NONI LTD**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2014**

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	4,440,743.15	3,957,322.61
II. Other Income	22	-	-
Total Revenue (I+II)		4,440,743.15	3,957,322.61
III. Expenses			
Cost of materials consumed			
Purchase of Stock-in-Trade	23	2,732,439.33	2,181,989.41
Changes in inventories of Finished Goods			
Employee Benefit expenses	24	719,784.00	742,820.00
Finance costs	25	652.00	662.00
Depreciation and Amortization expenses		83,238.00	71,980.00
Other Expenses	26	311,841.24	441,967.00
Total Expenses		3,847,954.57	3,439,418.41
IV. Profit before Exceptional Extraordinary Items and tax ( III-IV )		592,788.58	517,904.20
V. Exceptional Items		-	-
VI. Profit before Extraordinary Items and Tax (V-VI)		592,788.58	517,904.20
VII. Extraordinary Items		-	-
VIII. Profit Before Taxation (VII-VIII)		592,788.58	517,904.20
Tax Expenses			
Current Tax		189,000.00	170,000.00
Deferred Tax		-	-
IX. Profit (Loss) for the period from Continuing Operations		403,788.58	347,904.20
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)		403,788.58	347,904.20
Earnings Per Equity share			
Basic		0.13	0.11
Diluted		0.13	0.11

For WELLNESS NONI LIMITED

Sd/-  
Prof.PI.PETER  
Director

Sd/-  
S.KALA  
Director

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant

Date : 30.05.2014

Place : Chennai

**Wellness Noni Limited**

**WELLNESS NONI LIMITED**

**CASH FLOW STATEMENT AS AT 31st MARCH 2014**

PARTICULARS	31.03.2014	31.03.2013
	Rs.	Rs.
<b>A. Cash Flow from Operating Activities</b>		
Profits before Taxes	592,788.00	517,904.00
Add: Depreciation and Amortisation	83,238.00	71,980.00
Operating Profit Before Working Capital Changes	676,026.00	589,884.00
Movements in Working Capital		
Increase/ (Decrease) Inventories	(1,482,389.00)	(2,273,674.00)
Increase/ (Decrease) Trade Receivables	(28,874.00)	733,584.00
Increase/ (Decrease) Short Term Loans & Advances	1,169,115.00	532,012.00
Increase/ (Decrease) Other Current Liabilities	2,262,207.00	(189,564.00)
Increase/ (Decrease) Short Term Borrowings	22,766.00	25,845.00
Increase/ (Decrease) Short Term Provisions	142,263.00	63,242.00
Cash Generated from Operations	2,085,088.00	(518,671.00)
Direct Taxes Paid (Net of Refunds)	189,000.00	170,000.00
Net Cash Flows From / Used in Operating Activities	1,896,088.00	(688,671.00)
<b>B. Cash Flows from Investing Activities</b>	-	-
Net Cash from Investing Activities	-	-
<b>C. Cash Flows from Financing Activities</b>		
Less: Repayment Of Long Term Loans	(1,764,355.00)	(80,059.00)
Net Cash From Financing Activities	(1,764,355.00)	(80,059.00)
Net Increase / (Decrease) in Cash & Cash Equivalents ( A+B+C)	131,733.00	(768,730.00)
Add: Cash & Cash Equivalents at the Beginning of the Year	75,182.00	843,910.00
Cash & Cash Equivalents at the End of the Year	56,551.00	75,180.00
Components of Cash & Cash Equivalents		
Cash	18,944.00	55,404.00
Bank Accounts		
1. State Bank of India, Adyar Branch	27,719.00	9,889.00
2. Canara Bank, Adyar Branch	9,888.00	9,888.00
	56,551.00	75,181.00

For and on behalf of the Board

Sd/-  
Prof.P.I.PETER  
Director  
DIN : 00870946

Sd/-  
S.KALA  
Director  
DIN : 00871183

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant  
M.No. 24837

Date : 30.05.2014

Place : Chennai

**Wellness Noni Limited**

**Schedules forming part of  
Balance Sheet as on 31st March, 2013**

**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		
32,00,000 Equity Shares of Rs.10/- each Fully paidup	32,000,000.00	32,000,000.00
Calls unpaid	-	-
Preference Share Capital		
Authorised share capital	-	-
Issued, Subscribed and fully paid share capital	-	-
<b>Total</b>	<b>32,000,000.00</b>	<b>32,000,000.00</b>

**Note : 2**

**Reserves and Surplus**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Capital Redemption Reserves		
Revaluation Reserves		
Profit and Loss Account Opening Balance	650,917.86	650,917.86
Surplus for the year	403,788.58	-
<b>Total</b>	<b>1,054,706.44</b>	<b>650,917.86</b>

## Wellness Noni Limited

**Note : 3**

### Long-term Borrowings

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Secured		
Bonds/Debentures	-	-
Term Loans	-	-
Deferred Payment Liabilities	-	-
Unsecured		
Bonds/Debentures	-	-
Term Loans	-	-
Deferred Payment Liabilities	-	-
Deposits	-	-
<b>Total</b>	-	-

**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	-	1,764,355.64
<b>Total</b>	-	1,764,355.64

**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>	-	-

## Wellness Noni Limited

**Note : 6**

**Short-term Borrowings**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Secured	-	-
Loans and Advances from related parties	-	-
Deposits		
Unsecured		
Loans and Advances from related parties	-	-
Deposits		
<b>Total</b>	-	-

**Note : 7**

**Trade Payable**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Sundry Creditors	5,166,198.28	2,903,991.27
<b>Total</b>	5,166,198.28	2,903,991.27

**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 matured Deposits and interest accrued	-	-
Unpaid matured debenture and interest accrued	-	-
Duties and Taxes Payable	-	22,766.93
<b>Total</b>	-	22,766.93

## 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
Audit Fees	100,000.00	60,000.00
Outstanding Expenses	-	5,058.00
Income Tax Provisions	189,000.00	170,000.00
Cameo Corporate	6,744.00	-
Sales Tax Payable	67,861.74	-
Kanthimathinathan	15,000.00	-
Salary Payable	57,716.00	59,000.00
<b>Total</b>	<b>436,321.74</b>	<b>294,058.00</b>

**Note : 11**

**Intangible Assets**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Goodwill	-	-
Licenses, Patents etc	-	-
Earlier year's Losses	12,716,579.71	12,716,579.71
<b>Total</b>	<b>12,716,579.71</b>	<b>12,716,579.71</b>

**Note : 12**

**Non-current Investments**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Investment Property	-	-
Investments in Equity Instruments Quoted	2,778,855.00	2,778,855.00
Investments in Equity Instruments Unquoted	1,000,000.00	1,000,000.00
Investments in Preference Shares	-	-
Investments in Partnership Firms	-	-
Other non-current investments	-	-
<b>Total</b>	<b>3,778,855.00</b>	<b>3,778,855.00</b>



## Wellness Noni Limited

**Note : 13**

**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	-	-
Other Loans and Advances	200,000.00	200,000.00
Unsecured considered good	-	
Other Loans and Advances	-	1,678,607.65
Doubtful	-	-
Security Deposits	-	-
<b>Total</b>	<b>200,000.00</b>	<b>1,878,607.65</b>

**Note : 14**

**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	-	-
Doubtful	-	-
Others	-	-

**Note : 15**

**Current Investments**

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

## Wellness Noni Limited

**Note : 16**

**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	4,465,512.00	2,983,123.55
Stock in Trade		
<b>Total</b>	<b>4,465,512.00</b>	<b>2,983,123.55</b>

**Note : 17**

**Trade Receivables**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Secured		
Unsecured	-	-
Doutful		
Less: Allowance for Bad Debts		
<b>Total</b>	<b>-</b>	<b>-</b>

**Note : 18**

**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)	27,719.00	9,889.00
Canara Bank (942)	9,888.00	9,888.00
Cash in Hand	18,944.00	55,403.79
<b>Total</b>	<b>56,551.00</b>	<b>75,180.79</b>

## Wellness Noni Limited

**Note : 19**

**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	1,169,115.75	-
TDS - 2014	-	-
	-	-
<b>Total</b>	<b>1,169,115.75</b>	<b>-</b>

**Note : 20**

**Contingent Liabilities and Commitments**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>Contingent Liabilities</b>		
Claim against the company not acknowledge as debt	-	-
Guarantees	-	-
Other money for which the company is contingently liable	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Commitments</b>		
Estimated amount of contracts unexecuted on capital amount	-	-
Uncalled liability on shares and other investments partly paid	-	-
Other commitments	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>-</b>	<b>-</b>

## Wellness Noni Limited

**Note : 21**

### 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	4,440,743.15	3,957,322.61
Sale of Services		
Other Operating revenues		
Less: Excise Duty		
<b>Total</b>	<b>4,440,743.15</b>	<b>3,957,322.61</b>

**Note : 22**

### Other Income

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Interest income		
Dividend income		
Net Gain/Loss on sale of investments		
Other non-operating income	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note : 23**

### Cost of Goods Sold

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Opening Stocks	2,983,123.55	709,450.00
Add: Purchase	4,214,827.78	4,455,662.96
<b>Total</b>	<b>7,197,951.33</b>	<b>5,165,112.96</b>
Less : Closing Stocks	4,465,512.00	2,983,123.55
<b>Total</b>	<b>2,732,439.33</b>	<b>2,181,989.41</b>

**Note : 24**

### Employee Benefits Expenses

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Salaries and Wages	667,784.00	708,000.00
Contribution to Provident and other funds		
Expense on ESOP and ESPP		
Staff Welfare Expenses	52,000.00	34,820.00
<b>Total</b>	<b>719,784.00</b>	<b>742,820.00</b>

## Wellness Noni Limited

**Note : 25**

**Finance Costs**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Bank Charges	652.00	662.00
Other borrowing costs		
Applicable Net Gain/Loss on Foreign Currency transactions/translation		
<b>Total</b>	<b>652.00</b>	<b>662.00</b>

**Note : 26**

**Other Expenses**

	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Auditor's Remuneration	50,000.00	30,000.00
Advertisement	33,000.00	51,995.62
Computer Maintenance	3,500.00	3,000.00
Listing Fees	28,090.00	34,000.00
Custodial Charges	6,741.00	12,359.00
Telephone Expenses	3,575.00	5,800.00
Travelling Expenses	4,000.00	3,000.00
General Expenses	1,706.24	52,442.85
AGM Expenses	27,050.00	22,500.00
Postage & Courier	23,400.00	13,500.00
Printing & Stationery	21,250.00	22,849.53
Certificate Charges	40,000.00	20,000.00
RTA Expenses	42,144.00	79,270.00
Consultation Charges	1,685.00	62,500.00
Business Promotion	-	28,750.00
Professional Fees	15,000.00	-
Internet Charges	2,200.00	-
Interest Paid	8,500.00	-
<b>Total</b>	<b>311,841.24</b>	<b>441,967.00</b>

**WELLNESS NONI LIMITED**  
**SCHEDULE B : FIXED ASSETS AS ON 31ST MARCH 2014**

NOTE : 10

S.No.	Particulars of Assets	%	GROSS BLOCK			DEPRECIATION			NET BLOCK	
			Cost As on 01.04.2013	Additions after Sep.	Total 31.03.2014	Up to 01.04.2013	For the Year	Up to 31.03.2014	As on 31.03.2014	As on 31.03.2013
			₹	₹	₹	₹	₹	₹	₹	₹
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	38,628.00	11,817.00	50,445.00	15,755.00	39,389.00
3	FURNITURE & FITTINGS	10%	97,350.00	-	97,350.00	22,439.00	8,323.00	30,762.00	66,588.00	83,234.00
4	OFFICE EQUIPMENTS	15%	156,473.00	-	156,473.00	113,970.00	7,500.00	121,470.00	35,003.00	50,003.00
5	PLANT & MACHINERY	15%	504,635.00	-	504,635.00	255,667.00	43,836.00	299,503.00	205,032.00	282,904.00
6	CELL PHONE	15%	6,950.00	-	6,950.00	4,661.00	404.00	5,065.00	1,885.00	2,683.00
7	SOFTWARE ACCOUNT	15%	-	150,108.00	150,108.00	-	11,258.00	11,258.00	138,850.00	-
			<b>16,639,108.00</b>	<b>150,108.00</b>	<b>16,789,216.00</b>	<b>435,365.00</b>	<b>83,238.00</b>	<b>519,603.00</b>	<b>16,270,613.00</b>	<b>16,275,723.00</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 are confident of generating sufficient income in the coming years on the basis of going concern concept.

**6. Segment information for the year ended 31st March, 2014**

The company as started its new line business and continued to achieved turnover of Rs. 44,40,743/- during this year compared to the previous year where the turnover was stated as Rs. 39,57,322/-.

**7. Earning Per Share**

	<b>2014</b>	<b>2013</b>
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	4,03,788	3,47,904.20
b. Basic and diluted earning per share (in Rupees)	0.13	0.11

## 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. 

	31.03.2014	31.03.2013
	(Rs.)	(Rs.)
Audit Fees	50,000	30,000
provision for contingent liability	NIL	NIL
Inventories	44,65,512.00	2,983,123.55
Reserves & Surplus	10,54,706.00	650,917.00
Provision for Income Tax	1,89,000.00	170,000.00
3. Related Party Disclosure for the year ended 31st March 2014  

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

	31.03.2014	31.03.2013
Sales of Goods		
M/s. Noni BioTech Pvt. Ltd.	44,50,743	39,57,322.61
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 from 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.

*"To be read with the report of even date"*

For WELLNESS NONI LIMITED

Sd/-  
Prof.P.I.PETER  
Director  
DIN 00870946

Sd/-  
S.KALA  
Director  
DIN 00871183

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant  
M.NO. 24837

Date : 30.05.2014  
Place : Chennai



**Wellness Noni Limited**

**WELLNESS NONI LIMITED**

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 Twenty Second Annual General Meeting held on 30th September, 2014 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**

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 Twenty Second Annual General Meeting of the company to be held on 30th September, 2014 at 11.30 a.m. and/or any adjournment thereof.

Signed this ..... day of ..... 2014

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.

## **WELLNESS NONI LIMITED**

(formerly RGN Securities and Holdings Ltd)

CIN : L74990 TN 1992 PL C023697

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)