

# **Annual Report 2012 - 2013**

## **WELLNESS NONI LIMITED**

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. M. Deviprabha    | - | Director |
| Mr. M. Siva Kumar     | - | Director |
| Mr. A. Arunachalam    | - | Director |
| Mr. T. Thanigai Kumar | - | Director |
| Mr. S. Sridhar        | - | Director |

### **Statutory Auditors :**

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

### **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.comil:

# **WELLNESS NONI LIMITED**

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

## **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the Twenty First Annual General Meeting of the Shareholders of M/s. Wellness Noni Limited will be held on Thursday, the 5th September 2013 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 2013 the Balance Sheet as at that date and the Auditor's Report thereon.
2. To elect a director in place of Mr. S.Sridhar who retires by rotation and being eligible offers himself for reappointment.
3. To elect a director in place of Mr. M. Siva Kumar who retires by rotation and being eligible offers himself for reappointment.
4. To elect a director in place of Mr. A. Arunachalam 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.

Date : 31-05-2013

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 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. 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 Register of members and Share Transfer Books of the Company will remain closed from Tuesday 03-09-2013 to Thursday, 05-09-2013 (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   | Mr. M.Sivakumar          |
| A  | Date of Birth                                | 31-08-1965               |
| B  | Date of Appointment                          | 01-04-2011               |
| C  | Qualifications                               | B.Sc                     |
| D  | Expertise                                    | Internal Audit, Accounts |
| E  | Other Directorships<br>Name of the Company   | Nil                      |
| F  | Committee Memberships, if any, with position | Nil                      |

|    |  |                      |
|----|--|----------------------|
| 02 | Name   | Mr. A.Arunachalam    |
| A  | Date of Birth                                | 02-01-1968           |
| B  | Date of Appointment                          | 01-04-2011           |
| C  | Qualifications                               | B.Com                |
| D  | Expertise                                    | Printing             |
| E  | Other Directorships<br>Name of the Company   | Noni BioTech Pvt.Ltd |
| F  | Committee Memberships, if any, with position | Nil                  |

|    |  |                 |
|----|--|-----------------|
| 03 | Name   | Mr. S.Sridhar   |
| A  | Date of Birth                                | 17.03.1967      |
| B  | Date of Appointment                          | 01-04-2011      |
| C  | Qualifications                               | D.F.Tech        |
| D  | Expertise                                    | Public Relation |
| E  | Other Directorships<br>Name of the Company   | Nil             |
| F  | Committee Memberships, if any, with position | Nil             |

**WELLNESS NONI LIMITED**

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 21st Annual Report of the company together with the audited accounts for the period ended 31st March 2013.

**FINANCIAL RESULTS :**

| Year ended                 | 31.3.2013    | 31.03.2012   |
|----------------------------|--------------|--------------|
| Turnover                   | 39,57,322.61 | 59,29,926.66 |
| Profit before depreciation | 5,89,884.00  | 53,130.66    |
| Depreciation               | 71,980.00    | 87,117.00    |
| Profit after Depreciation  | 5,17,904.61  | 4,48,013.66  |

**OPERATIONS & BUSINESS OUTLOOK**

After migrating to the new line of business of marketing NONI based products, the Board is satisfied with the current performance of the company. During this year the company's products gained satisfactory reports from the ultimate customers. Due to economic recession faced all over the world, the sales performance has decreased, when compared to last year sales, but the Profit margin has been increased marginally when compare with 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 company has already entered into agreement with Distributors for marketing the company's products nationwide. By way of marketing through various channels viz. Appointment of New stockist and creation of new Stock Point at various places in India, and having taken steps for direct marketing activities to promote the products to the ultimate customers, the Company's performance will be increased and considerable profit will be earned by the Company in the future financial years also.

The Company has an accumulated loss of Rs.1,27,16,579.71 and the same has been decided by the Board to be treated as earlier year losses in the Balance sheet.

**DIVIDEND**

To strengthen the capital base, Your Directors do not recommend any dividend for the financial year ended 31st Mach 2013.

## **Wellness Noni Limited**

### **DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company Mr. S. Sridhar, Mr. M. Sivakumar, and Mr. A. Arunachalam, Directors retiring 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

### **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, 2013 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.

| <b>FOREIGN EXCHANGE EARNINGS AND OUTGO</b> | <b>2013</b> | <b>2012</b> |
|--|-------------|-------------|
| Foreign exchange outgo                     | Nil         | Nil         |
| Foreign exchange earnings on FOB basis     | Nil         | Nil         |

## **Wellness Noni Limited**

### **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 2012-2013

### **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 2012-13

### **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 : 31.05.2013

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 2012-2013 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. These 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.

### **Macro-Economic**

That the Indian economy is slowing down is very evident. Advance estimates from the Central Statistical Organisation (CSO), Government of India (GoI) suggest that real GDP growth reduced further from 6.2% in 2011-12 to 5% in 2012-13. What is even more worrisome is the fact that over the last 9 quarters the situation has gotten progressively worse . These levels of growth are far below the 8%-9% annual growth rates envisaged originally in the GoI's long term planning programmes. The structure of economic growth is also not very encouraging for the immediate future. Incremental Gross Fixed Capital Formation (GFCF), which gives an indication of the creation of growth promoting assets in an economy, has also reduced from high levels of 14% in 2010-11 to 4.4% in 2011-12 and further down to a mere 2.5% in 2012-13. In light of this economic slowdown, it is natural to witness a reduction in construction activity.

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

India is the second largest producer of food in the world. Whether it is canned food, processed food, food grains, dairy products, frozen food etc, the Indian agro industry has a huge potential, the significance and growth of which will never cease. A few years ago, companies struggled to sell packaged foods and food supplements. But now it is much easier to break into the Indian market because of a younger population, higher incomes, new technologies and a growing middle class, estimated at 50 million households. An average Indian spends around 53 per cent of his/her income on food. The domestic market for processed foods is not only huge but

## **Wellness Noni Limited**

is growing fast in tandem with the economy. It is estimated to be worth \$90 billion. Processed Food Manufacturing companies are required to be persistent and must adapt products to the Indian cultural preferences. With modernization, innovation and incorporation of latest trends and technology in the entire food chain as well as agro-production, the total production capacity of agro products in India and the world is likely to double by the next decade.

### **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

#### **Segmental 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 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.

## **Wellness Noni Limited**

- 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 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 | 5                                | 5        | YES                    | YES  | Nil   |
| S. KALA         | Non-Executive Non Independent Director | 5                                | 5        | YES                    | YES  | Nil   |
| M. DEVIPRABHA   | Non-Executive Non Independent Director | 5                                | 5        | 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 |                        |  |   |
| Mr. M. SIVAKUMAR      | Non-Executive Non Independent Director | 5                                | 5        | YES                    | YES  | Nil   |
| Mr. A. ARUNACHALAM    | Non-Executive Non Independent Director | 5                                | 5        | YES                    | YES  | Nil   |
| Mr. T. THANIGAI KUMAR | Non-Executive Non Independent Director | 5                                | 5        | YES                    | YES  | Nil   |
| Mr. S. SRIDHAR        | Non-Executive Non Independent Director | 5                                | 5        | YES                    | YES  | Nil   |

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:-

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 2013.

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.

### 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.

## Wellness Noni Limited

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.

### **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) 18-04-2012, 25-07-2012, 03-08-2012, 25-10-2012 and 30-01-2013 and the details of the number of meetings held and attendance record of the members are as follows for the year 2012-2013

| 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.

#### **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 received during the year 2012-13.

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.

**6. GENERAL MEETINGS:**

- Location and time for the last three Annual General Meetings."

| Year      | Date       | Time      | Venue  |
|-----------|------------|-----------|--|
| 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 |
| 2011-2012 | 24-8-2012  | 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.

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

At the 21st Annual general meeting Mr. S. Sridhar, Mr. M. Sivakumar, and Mr. A. Arunachalam 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**

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

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 : 31.05.2013

Dr. P.I. Peter  
Director



**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: 31.05.2013  
Place : Chennai

**SHAREHOLDERS' INFORMATION**

General Shareholder Information :

1. AGM: Date and venue Thursday, 5th September 2013 at 11.30 a.m.  
at "Life Success Academy," No 4, Elite Plaza, E Road,  
Koyambedu, Chennai 600 107
2. Date of Book Closure 3rd September 2013 to 5th September 2013  
(both days are inclusive)
3. Financial Calendar Financial Reporting for 2013-2014  
First Quarter June 30, 2013 : on or before August 14, 2013  
Second Quarter September 30, 2013: on or before Nov 14, 2013  
Third Quarter Dec. 31 2014 : on or before Feb 14, 2014  
Fourth Quarter March 2014 :on or before May.30, 2014  
AGM for year ending 31st March 2014: before Sept 2014
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. 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 Company Scrip Name "WELLNESS"; and the Scrip Code- 531211. The monthly stock price are as follows :

| Month  | Open  | High  | Low   | Close |
|--------|-------|-------|-------|-------|
| Apr 12 | 28.55 | 28.55 | 28.55 | 28.55 |
| May 12 | 29.90 | 29.90 | 29.90 | 29.90 |
| Aug 12 | 31.00 | 31.05 | 31.00 | 31.05 |

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

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 |
| 1 - 5,000                 | 534                    | 82.28                | 796000             | 2.48                |
| 5,001 - 10,000            | 52                     | 7.91                 | 464000             | 1.45                |
| 10,001 - 20,000           | 16                     | 2.43                 | 240000             | 0.75                |
| 20,001 - 30,000           | 10                     | 1.52                 | 260000             | 0.81                |
| 30,001 - 40,000           | 4                      | 0.60                 | 137000             | 0.42                |
| 40,001 - 50,000           | 2                      | 0.30                 | 91000              | 0.28                |
| 50,001 - 1,00,000         | 7                      | 1.06                 | 477000             | 1.49                |
| 1.00,000 AND ABOVE        | 32                     | 4.87                 | 29535000           | 92.29               |
| <b>Total</b>              | <b>642</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<br>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<br>(Central/state Govt. Institutions/<br>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

S.ANURADHA  
PRACTICING COMPANY SECRETARY

### COMPLIANCE CERTIFICATE

CIN Number : L74990TN1992PLC023697  
Nominal Capital : 60,000,000.00  
Paid up Capital : 32,000,000.00

To,  
The Members  
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, (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 31<sup>st</sup> March, 2013. 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 officers 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 the rules made there under and all entries therein have been duly recorded.
2. The Company has duly 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 5 [Five] times on 23.05.2012, 27.07.2012, 30.07.2012, 30.10.2012 and 01.02.2013 in respect of which proper notice were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minute Book maintained for the purpose.
5. The Company closed its Register of Members from 22<sup>nd</sup> August 2012 to 24th August 2012 (both days inclusive) during the financial year, under review under Section 154 of the Act.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2012 was held on 24.08.2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minute Book maintained for the purpose.

OLD NO.31A,NEW NO.5, CHIDAMBARASAMY III STREET, MYLAPORE, CHENNAI-600004

## Wellness Noni Limited

**S.ANURADHA**  
**PRACTICING COMPANY SECRETARY**

7. No Extra Ordinary General Meeting was held during the financial year under review.
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 and Regional Director for the Contract under section 297 with *M/s.Noni Bio-Tech Private Limited* in which the Directors are interested.
10. The Company has made all 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. There was no issue of duplicate share certificates by the Company during the year under review.
13. According to the information and explanations provided, the Company:
  - (i) delivered all the certificates on lodgement thereof for transfers and there was no transfer/transmission of securities during the financial year.
  - (ii) Was not required to deposit any amount of dividend in a separate bank account as there was no declaration of any dividend during the year.
  - (iii) Was not required to pay/post warrants for dividends to all the members as there was no declaration of any dividend during the year.
  - (iv) Has not transferred any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon as there exists no such account.
  - (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of any additional director, alternate director and director to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the year under review.

OLD NO.31A,NEW NO.5, CHIDAMBARASAMY III STREET, MYLAPORE, CHENNAI-600004

**S.ANURADHA  
PRACTICING COMPANY SECRETARY**

16. There was no appointment of sole-selling agents during the year.
17. The Company obtained approval from Regional Director u/s 297 dt.08.02.2013. The company not required to obtain any approvals from Central Government, Company Law Board Registrar or such other authorities as may be prescribed under the provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any Shares/Debentures during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not issued any preference shares / debentures, hence a comment on redemption not required.
22. As explained to us there were no transactions necessaiting the Company to keep in abeyance rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. As per information and explanations given the Company has not accepted any deposits falling under the provisions of section 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975.
24. The Company has not made any borrowings during the year under review.
25. The Company has not made any loans and investments, or given guarantees or provided securities to other bodies 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 Registered office from one state to another during the year under the scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the Objects of the Company during the year under the scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under the scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under the scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. As per information and explanations given, there was no prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and no fines and penalties or any other punishment imposed on the Company during the year under the scrutiny.

OLD NO.31A,NEW NO.5, CHIDAMBARASAMY III STREET, MYLAPORE, CHENNAI-600004



## Wellness Noni Limited

S.ANURADHA  
PRACTICING COMPANY SECRETARY

32. The Company has not received any amount as security from its employees during the year under certification.

33. According to the information and explanations provided to us, the Company has not constituted Provident Fund pursuant to section 418 of the Act.

Date: 31.05.2013  
Place: Chennai

  
S.ANURADHA  
(ACS: 25958, COP: 9274)

### ANNEXURE-A

#### REGISTERS MAINTAINED BY THE COMPANY

| S.No. | Particulars  | Relevant Section |
|-------|--|------------------|
| 1     | Minutes Book of the meetings of the Board of Directors of the Company          | 193              |
| 2     | Minutes Book of General Body Meetings of the Members of the Company            | 193              |
| 3     | Copies of Annual Returns   | 159              |
| 4     | Register of Members  | 150              |
| 5     | Register of Particulars of Directors, Managing Director, Manager and Secretary | 303              |
| 6     | Register of contracts, companies and firms in which Directors are interested   | 301              |

OLD NO.31A,NEW NO.5, CHIDAMBARASAMY III STREET, MYLAPORE, CHENNAI-600004

## Wellness Noni Limited

S.ANURADHA  
PRACTICING COMPANY SECRETARY

### ANNEXURE-B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31<sup>st</sup> March, 2013.

### FORMS & RETURNS FILED WITH THE REGISTRAR OF COMPANIES

| S.No. | Particulars of Forms/ Returns Filed   | Date of Filing | Whether filed within Prescribed Time | Additional Fees Paid |
|-------|---|----------------|--------------------------------------|----------------------|
| 1.    | Form 23AC/ACA XBRL under section 220 for the Balance Sheet as on 31-03-2013 and the profit and loss account for the year ended as on that | 11.01.2013     | No                                   | Yes                  |
| 2.    | Form 23B for the appointment of Auditor for the Financial Year 31.03.2013 under section 224 of the Companies Act, 1956.                   | 04.08.2012     | Yes                                  | NA                   |

**Note: The company is advised to file form Sch-V and Form 66 for the years ending 31.03.2011 and 31.03.2012**

Date: 31.05.2013  
Place: Chennai

  
S.ANURADHA  
(ACS: 25958, COP: 9274)

OLD NO.31A, NEW NO.5, CHIDAMBARASAMY III STREET, MYLAPORE, CHENNAI-600004

## **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 : 31.05.2013

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: 31.05.2013

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 notice or reported during the year, that causes the financial statements to be materially misstated.

PLACE: CHENNAI - 34  
DATE: 31.05.2013

Sd/-  
B. BALASUBRAMANIAN  
CHARTERED ACCOUNTANT

**WELLNESS NONI LTD****BALANCE SHEET AS AT 31 MARCH 2013**

| 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     | 650,917.86  | 303,013.66   |
| <b>2. Non-current Liabilities</b> |       |   |  |
| Long Term Borrowings              | 3     | -   | -  |
| Other Long Term Liabilities       | 4     | 1,764,355.64                                      | 1,844,414.29                                       |
| Long term Provisions              | 5     | -   | -  |
| <b>3. Current liabilities</b>     |       |   |  |
| Short-term Borrowings             | 6     | -   | -  |
| Trade Payables                    | 7     | 2,903,991.27                                      | 2,878,146.41                                       |
| Other Current Liabilities         | 8     | 22,766.93   | 212,331.00   |
| Short-term Provisions             | 9     | 294,058.00  | 230,816.00   |
| <b>TOTAL</b>                      |       | <b>37,636,089.70</b>                              | <b>37,468,721.36</b>                               |
| <b>II. ASSETS</b>                 |       |   |  |
| <b>4. Non-current Assets</b>      |       |   |  |
| <b>Fixed Assets</b>               |       |   |  |
| Tangible Assets                   | 10    | 16,203,743.00                                     | 16,275,723.00                                      |
| 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    | 1,878,607.65                                      | 2,314,619.20                                       |
| Other Non-current Assets          | 14    | -   | -  |
| <b>5. Current Assets</b>          |       |   |  |
| Current Investments               | 15    | -   | -  |
| Inventories                       | 16    | 2,983,123.55                                      | 709,450.00   |
| Trade Receivables                 | 17    | -   | 733,584.04   |
| Cash and Cash Equivalents         | 18    | 75,180.79   | 843,910.41   |
| Short-term Loans and Advances     | 19    | -   | 96,000.00  |
| <b>TOTAL</b>                      |       | <b>37,636,089.70</b>                              | <b>37,468,721.36</b>                               |

For WELLNESS NONI LIMITED

Sd/-  
Prof.PI.PETER  
Director

Sd/-  
S.KALA  
Director

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant

Date : 31.05.2013

Place : Chennai

**WELLNESS NONI LTD****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2013**

| 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    | 3,957,322.61                                      | 5,209,926.66                                       |
| II. Other Income   | 22    | -   | 720,000.00   |
| Total Revenue (I+II)   |       | 3,957,322.61                                      | 5,929,926.66                                       |
| III. Expenses  |       |   |  |
| Cost of materials consumed   |       |   |  |
| Purchase of Stock-in-Trade   | 23    | 2,181,989.41                                      | 3,025,210.00                                       |
| Changes in inventories of Finished Goods                             |       |   |  |
| Employee Benefit expenses  | 24    | 742,820.00  | 629,755.00   |
| Finance costs  | 25    | 662.00  | 1,468.00   |
| Depreciation and Amortization expenses                               |       | 71,980.00   | 87,117.00  |
| Other Expenses   | 26    | 441,967.00  | 1,738,363.00                                       |
| Total Expenses   |       | 3,439,418.41                                      | 5,434,413.00                                       |
| IV. Profit before Exceptional Extraordinary Items and tax ( III-IV ) |       | 517,904.20  | 495,513.66   |
| V. Exceptional Items   |       | -   |  |
| VI. Profit before Extraordinary Items and Tax (V-VI)                 |       | 517,904.20  | 495,513.66   |
| VII. Extraordinary Items   |       | -   |  |
| VIII. Profit Before Taxation (VII-VIII)                              |       | 517,904.20  | 495,513.66   |
| Tax Expenses   |       |   |  |
| Current Tax  |       | 170,000.00  | 145,000.00   |
| Deferred Tax   |       | -   |  |
| IX. Profit (Loss) for the period from Continuing Operations          |       | 347,904.20  | 350,513.66   |
| 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)                                |       | 347,904.20  | 303,013.66   |
| 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 : 31.05.2013  
Place : Chennai



**WELLNESS NONI LIMITED****CASH FLOW STATEMENT AS AT 31st MARCH 2013**

| PARTICULARS   | 31.03.2013     | 31.03.2012     |
|---|----------------|----------------|
|   | Rs.            | Rs.            |
| <b>A. Cash Flow from Operating Activities</b>                 |                |                |
| Profits before Taxes  | 517,904.00     | 448,014.00     |
| Add: Depreciation and Amortisation                            | 71,980.00      | 87,117.00      |
| Operating Profit Before Working Capital Changes               | 589,884.00     | 535,131.00     |
| <b>Movements in Working Capital</b>                           |                |                |
| Increase/ (Decrease) Inventories                              | (2,273,674.00) | (667,653.00)   |
| Increase/ (Decrease) Trade Receivables                        | 733,584.00     | (255,566.00)   |
| Increase/ (Decrease) Short Term Loans & Advances              | 532,012.00     | (2,386,619.00) |
| Increase/ (Decrease) Other Current Liabilities                | (189,564.00)   | 105,074.00     |
| Increase/ (Decrease) Short Term Borrowings                    | 25,845.00      | 1,323,146.00   |
| Increase/ (Decrease) Short Term Provisions                    | 63,242.00      | 175,925.00     |
| Cash Generated from Operations                                | (518,671.00)   | (1,170,562.00) |
| Direct Taxes Paid (Net of Refunds)                            | 170,000.00     | 145,000.00     |
| Net Cash Flows From / Used in Operating Activities            | (688,671.00)   | (1,315,562.00) |
| <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                            | (80,059.00)    | -              |
| Net Cash From Financing Activities                            | (80,059.00)    | -              |
| Net Increase / (Decrease) in Cash & Cash Equivalents ( A+B+C) | (768,730.00)   | (1,315,562.00) |
| Add:Cash & Cash Equivalents at the Beginning of the Year      | 843,910.00     | 2,159,472.00   |
| Cash & Cash Equivalents at the End of the Year                | 75,180.00      | 843,910.00     |
| <b>Components of Cash &amp; Cash Equivalents</b>              |                |                |
| Cash  | 55,404.00      | 633,354.00     |
| <b>Bank Accounts</b>  |                |                |
| 1. State Bank of India, Adyar Branch                          | 9,889.00       | 210,556.00     |
| 2. Canara Bank, Adyar Branch                                  | 9,888.00       | -              |
|   | 75,181.00      | 843,910.00     |

For and on behalf of the Board

Sd/-  
Prof.P.I.PETER  
Director

Sd/-  
S.KALA  
Director

Sd/-  
B.BALASUBRAMANIAN  
Chartered Accountant

Date : 31.05.2013

Place : Chennai

**Schedules forming part of  
Balance Sheet as on 31<sup>st</sup> March, 2013**

**Note : 1****Share Capital**

|   | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|---|---|--|
| <b>Equity Share Capital</b>   |   |  |
| Authorised share capital<br>60,00,000 Equity Shares of Rs.10/-each                                      | 60,000,000.00   | 60,000,000.00  |
| Issued, Subscribed and fully paid share capital<br>32,00,000 Equity Shares of Rs.10/- each Fully paidup | 32,000,000.00   | 32,000,000.00  |
| Calls unpaid  | -   | -  |
| <b>Preference Share Capital</b>   |   |  |
| 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<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|-------------------------------------|---|--|
| <b>Capital Reserves</b>             |   |  |
| Capital Redemption Reserves         |   |  |
| Revaluation Reserves                |   |  |
| Profit and Loss Account Op. Balance |   | 303,013.66   |
| Surplus for the year                | 347,904.20  | 303,013.66   |
| <b>Total</b>                        | <b>650,917.86</b>                                       | <b>303,013.66</b>  |

**Note : 3**

**Long-term Borrowings**

|                              | Figures as at the end of current reporting period | Figures as at the end of previous reporting period |
|------------------------------|---|--|
| <b>Secured</b>               |   |  |
| Bonds/Debentures             | -   | -  |
| Term Loans                   | -   | -  |
| Deferred Payment Liabilities | -   | -  |
| <b>Unsecured</b>             |   |  |
| 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                                      | 1,844,414.29                                       |
| <b>Total</b>  | <b>1,764,355.64</b>                               | <b>1,844,414.29</b>                                |

**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>                    | <b>-</b>  | <b>-</b>   |

## Wellness Noni Limited

**Note : 6**

### Short-term Borrowings

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

**Note : 7**

### Trade Payable

|                  | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|------------------|---|--|
| Sundry Creditors | 2,903,991.27  | 2,878,146.41   |
| <b>Total</b>     | 2,903,991.27  | 2,878,146.41   |

**Note : 8**

### Trade Payable

|   | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|---|---|--|
| Current maturities of Long-term Debts           |   |  |
| Current maturities of Finance Lease obligations |   |  |
| Interest Accrued but not due on borrowings      |   |  |
| Interest Accrued and due on borrowings          |   |  |
| Income received in advance                      |   |  |
| Unpaid dividends                                |   |  |
| Refundable Share Application Money              |   |  |
| Unpaid matured Deposits and interest accrued    |   |  |
| Unpaid matured debenture and interest accrued   |   |  |
| Duties and Taxes Payables                       | 22,766.93   | 212,331.00   |
| <b>Total</b>                                    | 22,766.93   | 212,331.00   |

## Wellness Noni Limited

**Note : 9**

**Short-term Provisions**

|                                 | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|---------------------------------|---|--|
| Provision For Employee Benefits | -   | -  |
| Auditor Fees                    | 60,000.00   | 30,000.00  |
| Outstanding Expenses            | 5,058.00  | 55,816.00  |
| Income Tax Provisions           | 170,000.00  | 145,000.00   |
| Salary Payable                  | 59,000.00   | -  |
| <b>Total</b>                    | <b>294,058.00</b>                                       | <b>230,816.00</b>  |

**Note : 11**

**Intangible Assets**

|                         | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|-------------------------|---|--|
| Goodwill                | -   | -  |
| Licenses, Paintents etc | -   | -  |
| Accumulated 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<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>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               | -   | -  |
| Investmnets in Government and Trust Securities | -   | -  |
| Investments in Debentures or Bonds             | -   | -  |
| Investments in Mutal Funds                     | -   | -  |
| 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<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|---------------------------------------|---|--|
| Secured and considered Good           |   |  |
| Capital Advances                      |   |  |
| Security Deposits                     | -   | -  |
| Loans and Advances to related parties | -   | -  |
| Other Loans and Advances              | 200,000.00  | 200,000.00   |
| Unsecured considered good             |   |  |
| Capital Advances                      | -   | -  |
| Security Deposits                     | -   | -  |
| Loans and Advances to related parties | -   | -  |
| Other Loans and Advances              | 1,678,607.65  | 2,114,619.20   |
| Doubtful                              |   | -  |
| Capital Advances                      | -   | -  |
| Security Deposits                     | -   | -  |
| Loans and Advances to related parties | -   | -  |
| Other Loans and Advances              | -   | -  |
| <b>Total</b>                          | <b>1,878,607.65</b>                                     | <b>2,314,619.20</b>                                      |

**Note : 14**

**Other Non-current Assets**

|                             | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|-----------------------------|---|--|
| Long-term Trade Receivables |   |  |
| Secured considered good     | -   | -  |
| Unsecured considered good   | -   | -  |
| Doutful                     | -   | -  |
| Others                      | -   | -  |

## Wellness Noni Limited

**Note : 15**

**Current Investments**

|  | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|--|---|--|
| Investments in Equity Instruments              | -   | -  |
| Investments in Preference Shares               | -   | -  |
| Investments in Government and Trust Securities | -   | -  |
| Investments in Debentures or Bonds             | -   | -  |
| Investments in Mutual Funds                    | -   | -  |
| Investments in Partnership Firms               | -   | -  |
| Other non-current investments                  | -   | -  |
| <b>Total</b>                                   | -   | -  |

**Note : 16**

**Inventories**

|                   | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|-------------------|---|--|
| Raw Materials     |   |  |
| Work-in-Progress  |   |  |
| Finished Goods    | 2,983,123.55  | 709,450.00   |
| Stock in Trade    |   |  |
| Stores and Spares |   |  |
| Loose Tools       |   |  |
| Others            |   |  |
| <b>Total</b>      | 2,983,123.55  | 709,450.00   |

**Note : 17**

**Trade Receivables**

|                               | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|-------------------------------|---|--|
| Secured                       |   |  |
| Unsecured                     | -   | 733,584.04   |
| Doubtful                      |   |  |
| Less: Allowance for Bad Debts |   |  |
| <b>Total</b>                  | -   | 733,584.04   |

## Wellness Noni Limited

**Note : 18**

### Cash and Cash Equivalents

|                                   | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|-----------------------------------|---|--|
| Balances with Bank                |   |  |
| State bank of India, Adyar Branch | 9,889.00  | 210,556.00   |
| Canara Bank 942                   | 9,888.00  | -  |
| Cheques and Drafts on jhands      |   |  |
| Cash on Hand                      | 55,403.79   | 633,354.41   |
| Others                            |   |  |
| <b>Total</b>                      | <b>75,180.79</b>  | <b>843,910.41</b>  |

**Note : 19**

### Short-term Loans and Advances

|  | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|--|---|--|
| Loans and advances to related parties<br>(list in secured/unsecured/doutful) | -   | -  |
| Advance paid to Suppliers  | -   | -  |
| Deposit  | -   | -  |
| TDS - 2011   | -   | 24,000.00  |
| TDS - 2012   | -   | 72,000.00  |
| Others   | -   | -  |
| <b>Total</b>   | <b>-</b>  | <b>96,000.00</b>   |

**Note : 20**

### Contingent Liabilities and Commitments

|  | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>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<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|--------------------------------|---|--|
| Revenue from- Sale of Products | 3,957,322.61  | 5,209,926.66   |
| Sale of Services               |   |  |
| Other Operating revenues       |   |  |
| Less: Excise Duty              |   |  |
| <b>Total</b>                   | <b>3,957,322.61</b>                                     | <b>5,209,926.66</b>                                      |

**Note : 22**

### Other Income

|                                      | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|--------------------------------------|---|--|
| Interest income                      |   |  |
| Dividend income                      |   |  |
| Net Gain/Loss on sale of investments |   |  |
| Other non-operating income           | -   | 720,000.00   |
| <b>Total</b>                         | <b>-</b>  | <b>720,000.00</b>  |

**Note : 23**

### Cost of Goods Sold

|                       | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|-----------------------|---|--|
| Opening Stocks        | 709,450.00  | 41,796.61  |
| Add: Purchase         | 4,455,662.96  | 3,692,863.39   |
| <b>Total</b>          | <b>5,165,112.96</b>                                     | <b>3,734,660.00</b>                                      |
| Less : Closing Stocks | 2,983,123.55  | 709,450.00   |
| <b>Total</b>          | <b>2,181,989.41</b>                                     | <b>3,025,210.00</b>                                      |

**Note : 24**

### Employee Benefits Expenses

|   | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|---|---|--|
| Salaries and Wages                        | 708,000.00  | 551,405.00   |
| Contribution to Provident and other funds |   |  |
| Expense on ESOP and ESPP                  |   |  |
| Staff Welfare Expenses                    | 34,820.00   | 78,350.00  |
| <b>Total</b>                              | <b>742,820.00</b>                                       | <b>629,755.00</b>  |

## Wellness Noni Limited

**Note : 25**

**Finance Costs**

|  | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|--|---|--|
| Bank Charges   | 662.00  | 1,468.00   |
| Other borrowing costs  |   |  |
| Applicable Net Gain/Loss on Foreign Currency<br>transactions/translation |   |  |
| <b>Total</b>   | <b>662.00</b>   | <b>1,468.00</b>  |

**Note : 26**

**Other Expenses**

|                       | Figures as at the<br>end of current<br>reporting period | Figures as at the<br>end of previous<br>reporting period |
|-----------------------|---|--|
| Auditor Remuneration  | 30,000.00   | 30,000.00  |
| Advertisement         | 51,995.62   | 17,500.00  |
| Computer Maintenance  | 3,000.00  | -  |
| Listing Fees          | 34,000.00   | 575,850.00   |
| Custodial Charges     | 12,359.00   | 27,761.00  |
| Telephone Expenses    | 5,800.00  | 24,169.00  |
| Travelling Expenses   | 3,000.00  | 22,175.00  |
| General Expenses      | 52,442.85   | 82,750.00  |
| AGM Meeting Expenses  | 22,500.00   | 38,500.00  |
| Postage & Courier     | 13,500.00   | 24,114.00  |
| Printing & Stationery | 22,849.53   | 52,144.00  |
| Certificate Charges   | 20,000.00   | 17,950.00  |
| RTA EXP               | 79,270.00   | 16,545.00  |
| Internet Exp          | -   | 24,163.00  |
| Consultation Charges  | 62,500.00   | 600,000.00   |
| Business Promotion    | 28,750.00   | 118,488.00   |
| Office Maintenance    |   | 66,254.00  |
| <b>Total</b>          | <b>441,967.00</b>                                       | <b>1,738,363.00</b>                                      |

## SCHEDULE B : FIXED ASSETS AS ON 31ST MARCH 2013

NOTE : 10

| SL. No | Particulars of Assets    | %   | GROSS BLOCK           |                      |                       | DEPRECIATION     |              |                  | NET BLOCK        |                  |
|--------|--------------------------|-----|-----------------------|----------------------|-----------------------|------------------|--------------|------------------|------------------|------------------|
|        |                          |     | Cost As on 01.04.2012 | Additions after Sep. | Cost As On 31.03.2013 | Up to 01.04.2012 | For the Year | Up to 31.03.2013 | As on 31.03.2013 | As on 31.03.2012 |
| 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             | 26,811.00        | 11,817.00    | 38,628.00        | 27,572.00        | 39,389.00        |
| 3      | FURNITURES & FITTINGS    | 10% | 97,350.00             | -                    | 97,350.00             | 14,116.00        | 8,323.00     | 22,439.00        | 74,911.00        | 83,234.00        |
| 4      | OFFICE EQUIPMENTS        | 15% | 156,473.00            | -                    | 156,473.00            | 106,470.00       | 7,500.00     | 113,970.00       | 42,503.00        | 50,003.00        |
| 5      | PLANT & MACHINERY        | 15% | 504,635.00            | -                    | 504,635.00            | 211,731.00       | 43,936.00    | 255,667.00       | 248,968.00       | 292,904.00       |
| 6      | CELL PHONE               | 15% | 6,950.00              | -                    | 6,950.00              | 4,257.00         | 404.00       | 4,661.00         | 2,289.00         | 2,693.00         |
|        |                          |     | 16,639,108.00         | -                    | 16,639,108.00         | 363,385.00       | 71,980.00    | 435,365.00       | 16,203,743.00    | 16,275,723.00    |

**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, 2013**

The company has started its new line business and achieved turnover of Rs 39,57,322.61/- during this year compared to the previous year where the turnover was stated as Rs.52,09,926/-.

| 7. Earning Per Share  | 2013-14     | 2012-2013   |
|---|-------------|-------------|
| 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          | 3,47,904.20 | 3,03,013.66 |
| b. Basic and diluted earning per share (in Rupees)                  | 0.11        | 0.09        |

# 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             | 31.03.2013   | 31.03.2012 |
|------------------------------------|--------------|------------|
|                                    | (Rs.)        | (Rs.)      |
| Audit Fees                         | 30,000       | 30,000     |
| provision for contingent liability | NIL          | NIL        |
| Inventories                        | 2,983,123.55 | 709,450.00 |
| Reserves & Surplus                 | 650,917.00   | 303,013.00 |
| Provision for Income Tax           | 170,000.00   | 145,000.00 |

3. Related Party Disclosure for the year ended 31st March 2013

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              | 31.03.2013   | 31.03.2012 |
|-----------------------------|--------------|------------|
| M/s. Noni BioTech Pvt. Ltd. | 39,57,322.61 | 41,87,630  |

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 : 31.05.2013  
Place : Chennai

**WELLNESS NONI LIMITED**

**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  | : | 31-03-2013      |
| 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  | : | Rs. 650917.86   |
| Secured Loans   | : | Nil             |
| Unsecured Loans   | : | Nil             |
| Application of Funds  | : |                 |
| Net Fixed assets  | : | Rs. 16203473.00 |
| Investments   | : | Rs. 3778855.00  |
| Net current Assets  | : | Rs. 3058304.34  |
| M/s Collancous expenditure                                  | : | Nil             |
| 4. Performance of Company :                                 |   |                 |
| Total Income  | : | Rs. 3957322.61  |
| Total Expenditure   | : | Rs. 3439418.41  |
| Net Profit before Tax                                       | : | Rs. 517904.20   |
| Net Profit after Tax  | : | Rs. 347904.20   |
| Earning per share :   | : | 0.11            |
| Divident rate   | : | Nil             |
| Generic Name of three principle Products/service of Company |   |                 |
| Item code No  | : | N.A.            |
| Product Description   | : |                 |

**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 First Annual General Meeting held on 5th September, 2013 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 First Annual General Meeting of the company to be held on 5th September, 2013 at 11.30 a.m. and/or any adjournment thereof.

Signed this ..... day of ..... 2013

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.