

34th ANNUAL REPORT

HEALTHY INVESTMENTS LIMITED

2015-16

BOARD OF DIRECTORS:

Sri Murali Kanuri
Sri K. Harishchandra Prasad
Smt C. Shantha Prasad
Sri Prasad Reddy Kasu
Sri Kameswara Sharma Chavali

AUDITORS:

M/s C K S Associates,
Chartered Accountants,
No. 87, Road No. 3, Gaganmahal Colony,
Hyderabad – 500 029

REGISTRARS & SHARE TRANSFER AGENTS

Venture Capital and Corporate Investments Private Limited,
No.12-10-167, Bharat Nagar, Moosapet,
Hyderabad -500018

REGISTERED OFFICE:

805, 8th Floor, Maker Chamber V,
Nariman Point,
Mumbai – 400 021

ADMINISTRATIVE OFFICE:

1C, First Floor, Uma Enclave,
Road No. 9, Banjara Hills,
Hyderabad – 500 034

Regd. Off: Flat No. 805, 8th Floor,
Maker Chambers V, Nariman Point,
Mumbai - 400024

NOTICE

NOTICE is hereby given that **34th Annual General Meeting of Healthy Investments Limited** will be held on Friday, 30th September 2016 at 11.00 a.m. at the registered office of the Company at 805, 8th Floor, Makers Chambers V, Nariman Point, Mumbai -400 021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri K. Harish Chandra Prasad, (DIN: 00012564) who retires by rotation.
3. To appoint Auditors and to fix their remuneration and in this regard pass the following resolution, with or without modification:

“RESOLVED THAT pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. C K S Associates, Chartered Accountants (Firm Regn No: 007390S) approved in the 32nd Annual General Meeting be and is hereby ratified in this Annual General Meeting to hold office till the conclusion of the next Annual General Meeting for the financial year 2016-17, with remuneration as may be determined by the Board of Directors.”

Regd. Office:
805, 8th Floor, Maker Chamber V,
Nariman Point, Mumbai – 400 021.

BY ORDER OF THE BOARD

Dated: 30th May, 2016

Murali Kanuri
Director
DIN: 00897402

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. Such a proxy/ proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. Members are requested to notify change of address, if any to the company's registered office at Mumbai.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of members and share transfer books of the Company will be closed from the 24/09/2016 to 29/09/2016 (both days inclusive).
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
8. In terms of Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is info@vccilindia.com mentioning the Company's name i.e., Healthy Investments Limited, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.

Notices/documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address has been registered with the Company. Members who would like to receive such notices/documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses : -

- with respect of electronic shareholding - through their respective Depository Participants.
- with respect of physical shareholding - by sending a request to the Company's Share Transfer Agent at M/s Venture Capital and Corporate Investments Private Limited (VCCIL) No.12-10-167, Bharat Nagar, Moosapet, Hyderabad -500018, Telephone Nos.040-23818475,23818476, mentioning therein the Company's name i.e., Healthy Investments Limited, their folio number and e-mail address.

The Annual Report 2015-16 as circulated to the members of the Company is also available on the website of the Company www.healthyinvestments.co.in

10. Voting for transaction of Business:

The business as set out in the Notice may be transacted and that:

- (a) The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India.
- (b) The Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through ballot paper.
- (c) The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again. The procedure and instructions for members for voting electronically are as under:

The voting period begins at 10.00 A.M. on 27th September, 2016 and ends at 5:00 P.M. on 29th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

I. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" (e- Voting Event Number) of "Healthy Investments Limited"
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kartiknagi@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN
104812		

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
 - VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.

- IX. The Company has appointed Mr. Nagendrasundram Gajjala, Practicing Chartered Accountant, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company. Results will be uploaded on the Company's website as well as intimated to the Stock Exchange. (BSE).
- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL <http://www.evoting.nsdl.com> and the Company's website www.healthyinvestments.co.in within three (3) days of the passing of the resolutions at the AGM of the Company to be held on 30th September, 2016 and communicated to the Stock Exchange where the shares of the Company are listed.
- XIII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com, under help section or write an email to **evoting@nsdl.co.in**

DIRECTORS' REPORT

To
The Shareholders

Your Directors present the 34th Annual Report together with the audited statement of accounts for the year ended 31st March 2016.

1. FINANCIAL RESULTS:

PARTICULARS	2015-16 (In Mill ₹)	2014-15 (In Mill ₹)
Profit before depreciation	1.039	3.576
Less : Depreciation	0.009	0.002
Profit before taxes	1.030	3.574
Less : Provision for current taxation	-	0.435
Less : Tax pertaining to earlier years	(0.002)	(0.004)
Less : Provision for deferred taxation	-	0.006
Add : MAT credit entitlement	-	0.433
Profit available for appropriation	1.032	3.570
Reserve fund	0.206	0.2
	0.826	3.370
Surplus brought forward from last year	30.255	26.885
Surplus carried to balance sheet	31.081	30.255

2. STATE OF COMPANY'S AFFAIRS:

During the year under review, the Company earned total revenue of ₹ 2.503 Million which includes income from derivatives of ₹ 0.361 Million compared to last year's income from derivatives of ₹ 3.536 Million as the Company was not engaged in much operations. Consequently, the profit after tax has declined to ₹ 1.032 Million from ₹ 3.570 Million of previous year. Your Directors are giving their best efforts for exploring more business opportunities so as to increase the growth and profitability of the Company.

3. DIVIDEND:

In order to retain profits for growth and expansion of the Company, your Directors do not recommend any dividend for the financial year 2015-16.

4. RESERVES:

The Company Proposes to transfer ₹ 0.206 Million to reserve fund out of current year's profits.

5. DETAILS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

Your Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below:

1. Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable.
2. These are in accordance with generally accepted accounting principles in India. Your Company, in preparing its financial statements makes judgments and estimates based on sound policies and uses external agencies to verify/validate them as and when appropriate.
3. The Management periodically reviews the financial performance of your Company against the approved plans across various parameters and takes necessary action, wherever necessary.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sri K. Harish Chandra Prasad, Director of the Company, retires by rotation but does not offer himself for reappointment.

Key Managerial Personnel:

As the company's operations are very low and the whole-time director is directly looking after the affairs, other Key Managerial Personnel have not been appointed since it would be operationally and financially not viable.

Annual Evaluation of Board's Performance:

In terms of the provisions of Section 134 of the Companies Act, 2013, the Board of Directors have evaluated the effectiveness of the Board/Director(s) for the Financial Year 2015-16.

7. NUMBER OF BOARD AND AUDIT COMMITTEE MEETINGS HELD:

The Board of Directors and audit committee duly met 5 (Five) times during the Financial Year from 1st April, 2015 to 31st March, 2016. The Company complied with the provisions of the Companies Act, 2013 and Listing Regulations regarding convening and conducting the Board and Audit Committee Meetings.

8. DECLARATION OF INDEPENDENCE

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as the Listing Regulations.

9. PUBLIC DEPOSITS:

During the financial year 2015-16, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

10. AUDITORS:**Statutory Auditors:**

The Statutory Auditors, M/s. C K S Associates, Chartered Accountants, (Peer Review Certificate No: 006803) Hyderabad, were appointed for a period of 5 years at the 32nd Annual General Meeting of the Company to hold office till the conclusion of the 37th Annual General Meeting subject to ratification by the members at every Annual General Meeting. They have confirmed their eligibility and willingness to accept the appointment, if ratified by the General Body.

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Ch. B. Ranga Babu, Practicing Company Secretary, CP No. 3787, to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as **Annexure - A** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

11. AUDIT OBSERVATIONS:

The Auditors have commented that the Company has not obtained Certificate of Registration from Reserve Bank of India or its consent, in accordance with the provisions of Section 45 IA of the Reserve Bank of India Act, 1934, for carrying on the business of dealing in investment in shares and other securities. It is, hereby, clarified that the Company is not carrying on NBFC activity and that it has invested the Company's own funds in shares. The Company has no borrowings of any kind or public Deposits, nor has it issued any NCDs. However, the Company will take steps to comply with the Reserve Bank of India regulations, as and when required.

Notes to Accounts are self-explanatory and do not call for any further comments.

12. EXTRACT OF ANNUAL RETURN:

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2016 is set out as **Annexure -B** and forms part of this report.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Being an investment company, there are no particulars to be furnished in this report as required by section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption. There were no foreign exchange earnings or outgo during the year.

14. CORPORATE SOCIAL RESPONSIBILITY:

As the Company has not reached the limits specified in section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company has not constituted a CSR Committee and no activity is presently taken up.