

37th ANNUAL REPORT

HEALTHY INVESTMENTS LIMITED

2018-19

HEALTHY INVESTMENTS LIMITED

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sri Prasad Reddy Kasu	- Independent Director
Sri Kameswara Sharma Chavali	- Independent Director
Sri Krishna Babu Cherukuri	- Director
Smt C. Shantha Prasad	- Director and CEO
Sri Murali Kanuri	- CFO

AUDITORS:

M/s G. Nagendrasundaram & Co.
Chartered Accountants
Flat No. B-502, Pasha Court,
6-3-680, Somajiguda,
Hyderabad – 500082

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

HEALTHY INVESTMENTS LTD

CIN: L65990MH1981PLC025678

Regd. Off: Flat No. 805, 8th Floor, Maker Chambers V,
Nariman Point, Mumbai – 400024Contact: 040-23356000 Email: officebanjara@gmail.com

NOTICE

NOTICE is hereby given that **37th Annual General Meeting of Healthy Investments Limited** will be held on Monday, 23rd day of September 2019 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 2019, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Krishna Babu Cherukuri (DIN: 00993286) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. *To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

“RESOLVED THAT pursuant to Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, the consent of the members be and is hereby accorded for re-appointment of Mr. Prasad Reddy Kasu (DIN: 00246457) as a Non-Executive Independent Director in the Board of Directors of the Company for a term of five consecutive years whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be authorised to fix the sitting fees and any commissions payable to such independent director.”

4. *To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

“RESOLVED THAT pursuant to Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, the consent of the members be and is hereby accorded for re-appointment of Mr. Kameswara Sarma Chavali (DIN: 06933900) as a Non-Executive Independent Director in the Board of Directors of the Company for a term of five consecutive years whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be authorised to fix the sitting fees and any commissions payable to such independent director.”

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

Date: 30th May 2019

BY ORDER OF THE BOARD

Challa Shantha Prasad
Director and CEO
DIN: 00746477

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before commencement of the AGM. A Proxy form is annexed to the Annual Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member. A Proxyholder shall prove his identity at the time of attending the Meeting. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the AGM.
2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item No(s). 3 and 4 above and the relevant details of the Directors seeking re – appointment under Item No(s). 2, 3 and 4 above as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
3. Members are requested to notify change of address, if any, to the company’s registered office at Mumbai or to corporate office at 1C, 1st Floor, Uma Enclave, Road No.9, Banjara Hills, Hyderabad – 500 034.
4. 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.
5. The Register of members and share transfer books of the Company will be closed from 17/09/2019 to 23/09/2019 (both days inclusive).
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

7. 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. SEBI vide its circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 requires Companies to take special efforts through their RTAs to collect copy of PAN, and bank account details of all securities holders holding securities in physical form. The necessary compliances in this regard as to sending letters to shareholders for collecting details are in progress.
8. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. SEBI vide Press Release dated 27th March 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.
9. 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 2018-19 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:

A. 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 amended from time to time 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 20th September 2019 and ends at 5:00 P.M. on 22nd September 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Instructions and information relating to e-voting are as follows:

INSTRUCTIONS

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 111264 then User ID is 111264001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the.pdf file is your 8-digit client ID for NSDL account or folio number for shares held in physical form. The.pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your registered address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of the Company which is 111264.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kartiknagi@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
 4. The facility of e-Voting shall also be made available at the AGM venue for the members who have not cast their votes earlier.
- B. Members who have cast their votes by remote e-Voting prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.
- C. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. 16th September 2019.
- D. 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 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.

- E. 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 electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- F. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.healthyinvestments.co.in and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited.
- G. 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.