

# **43<sup>rd</sup> ANNUAL REPORT**

**HEALTHY INVESTMENTS LIMITED**

**2024-25**

***BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:***

Sri Prasad Reddy Kasu	- Independent Director (till September 30, 2024)
Sri Kameswara Sharma Chavali	- Non-Executive Director (from September 05, 2024)
Sri Krishna Babu Cherukuri	- Non-Executive Director
Smt Rukmini Devi Satuluri	- Director and CEO
Sri Subramanian Neelakantan	- Independent Director (from September 05, 2024)
Smt. Revathi Raghunathan	- Independent Director (from September 05, 2024)
Sri Murali Damodar Kanuri	- CFO
Smt. Swati Ajmera	- Company Secretary

***AUDITORS:***

M/s. Narasimha Rao & Associates  
Chartered Accountants  
Akshara, 6-3-609/89  
Khairatabad,  
Hyderabad

***REGISTRARS & SHARE TRANSFER AGENTS***

Venture Capital and Corporate Investments Private Limited,  
5th Floor, 2, Plot No.57, Aurum, Jayabheri Enclave,  
Gachibowli, Hyderabad, Telangana 500032

***REGISTERED OFFICE:***

805, 8<sup>th</sup> 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 LIMITED**

CIN: L65990MH1981PLC025678

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

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**NOTICE**

Notice is hereby given that **43<sup>rd</sup> Annual General Meeting of Healthy Investments Limited** will be held on Wednesday, the 30<sup>th</sup> day of July 2025 at 1200 hours through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet of the Company as at March 31, 2025, 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 Smt. Rukmini Devi Satuluri (DIN: 09547719) who retires by rotation and being eligible, offers herself for reappointment.

**SPECIAL BUSINESS:**

3. To consider, and if thought fit, pass the following resolution as an ORDINARY RESOLUTION: Appointment of M/s B S S & Associates, Company Secretaries (Firm Reg. No. 3744) as Secretarial Auditor and fix their remuneration

“RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), M/s B S S & Associates, Company Secretaries (Firm Reg. No. 3744) be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 consecutive years, from April 1, 2025 to March 31, 2030 (‘the Term’), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board)

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be to be determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

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

**BY ORDER OF THE BOARD**

**Date: May 29, 2025**

**Krishna Babu Cherukuri**  
**Director**  
**DIN: 00993286**

**NOTES:**

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the 43<sup>rd</sup> AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the 43<sup>rd</sup> AGM of the Company is being held through VC/OAVM on July 30, 2025 at 12:00 P.M. IST. The deemed venue for the AGM will be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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, 4 and 5 above and the relevant details of the Director seeking re – appointment under Item No(s). 2, 4 and 5 above as required by 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.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.healthyinvestments.co.in/investors.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. 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.
8. 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.
9. The Register of members and share transfer books of the Company will be closed from 24.09.2025 to 30.09.2025 (both days inclusive).

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit 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.
11. 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 27<sup>th</sup> 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.
12. 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) 5th Floor, 2, Plot No.57, Aurum, Jayabheri Enclave, Gachibowli, Hyderabad, Telangana - 500032, 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 2024-25 as circulated to the members of the Company is also available on the website of the Company [www.healthyinvestments.co.in](http://www.healthyinvestments.co.in)

**INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on July 27, 2025 at 0900 hrs. and ends on July 29, 2025 at 1700 hrs. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company.

**How do I vote electronically using NSDL e-Voting system?**




*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the</li> </ol>

	<p>icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="790 813 1295 1108" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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, last 8 digits of client ID for CDSL 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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 or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:kartiknagi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [officebanjara@gmail.com](mailto:officebanjara@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [officebanjara@gmail.com](mailto:officebanjara@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at officebanjara@gmail.com. The same will be replied by the company suitably.
  6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting by mentioning their name, demat account number/folio number, email id, mobile number at officebanjara@gmail.com.
- 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. July 23, 2025.

- D. Sri. Nagendrasundram Gajjala, Practicing Chartered Accountant has been appointed as the scrutinizer to scrutinize the remote e-voting process. The Scrutinizer shall, immediately 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 he will submit his report within the period not exceeding three working days from the conclusion of e-voting. The Chairman will declare the results on or after the AGM of the Company accordingly and will also be placed at the company website and also forward the same to the stock exchanges where the shares has been listed.
- E. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.healthyinvestments.co.in](http://www.healthyinvestments.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://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.
- F. 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.

### ***Explanatory Statement***

#### ***Item no. 4: Appointment of Secretarial Auditor***

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board’s report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s B S S & Associates, Company Secretaries (Firm Reg. No. 3744) be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 consecutive years, from April 1, 2025 to March 31, 2030 (‘the Term’). The appointment is subject to shareholders’ approval at the Annual General Meeting.

The proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the above resolution.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution

**DIRECTORS' REPORT**

To  
The Shareholders

Your Directors present the 43<sup>rd</sup> Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2025.

**1. FINANCIAL RESULTS:**

<b>PARTICULARS</b>	<b>2024-25 (In Million ₹)</b>	<b>2023-24 (In Million ₹)</b>
Profit before depreciation	0.750	2.225
Less: Depreciation	-	-
<b>Profit before taxes</b>	<b>0.750</b>	2.225
Less: Current tax	0.345	0.626
Less: Tax pertaining to earlier years	0.002	0.090
Less: Deferred Tax	6.279	-
<b>Profit available for appropriation (A)</b>	<b>(5.876)</b>	1.509
Other Comprehensive Income (B)	1.281	54.924
<b>Total Comprehensive Income (A+B)</b>	<b>(4.595)</b>	56.433
Transfer to Reserve fund (C)	-	-
<b>Profit for the year (A-C)</b>	<b>(5.876)</b>	1.509
Add: Surplus brought forward from last year	81.483	79.179
Add: Transfer from OCI	0.190	0.795
<b>Surplus carried to balance sheet</b>	<b>75.796</b>	81.483

**2. STATE OF COMPANY'S AFFAIRS:**

During the year under review, the Company earned total revenue of ₹ 2.086 Million as compared to last year's total revenue of ₹ 3.623 Million, showing a decrease of 42% approximately. The Company earned a major share of income from dividends and dealing in investments. The Company has incurred a Loss After Tax of ₹ 5.876 Million as against previous year's profit of ₹ 1.509 Million. Your directors are putting in their best efforts for exploring more business opportunities so as to increase the growth and profitability of the Company in the years to come.

**3. DIVIDEND:**

In order to retain funds for growth and expansion of the Company, your Directors do not recommend any dividend for the financial year 2024-25.

**4. RESERVES:**

During the year under review, the company has not transferred any amount to reserves.

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

Internal Financial Control Systems of the Company have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable Accounting Standards.

Your Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Companies Act 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015. These are in accordance with Generally Accepted Accounting Principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Statutory Auditors.

## 6. DETAILS OF SUBSIDIARIES / ASSOCIATE COMPANIES / JOINT VENTURES:

There are no subsidiary / associate / joint venture companies associated with the Company and as such there is no information to be provided in this regard.

## 7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sri Krishna Babu Cherukuri, Sri Kameswara Sarma Chavali, Smt. Rukmini Devi Satuluri, Smt. Revathi Raghunathan and Sri Subramanian Neelakantan are the directors of the Company as at the end of the financial year.

Smt. Rukmini Devi Satuluri (DIN: 09547719) Director of the Company, retires by rotation and being eligible, offers herself for reappointment.

During the period under review, the term of Office of Independent Director Sri Kasu Prasad Reddy (DIN: 00246457) has expired and ceases to be director in the Company.

In accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder, the Listing Regulations and the Articles of Association of the Company, the Independent Directors of the Company are not liable to retire by rotation.

### Key Managerial Personnel:

Following are the Key Managerial Personnel of the Company as per Section 203 of Companies Act, 2013 as on the end of financial year.

S. No	Name of the Person	Designation
1.	Smt. Rukmini Devi Satuluri	Chief Executive Officer
2.	Sri Murali Damodar Kanuri	Chief Financial Officer
3.	Smt. Swati Ajmera	Company Secretary

During the year under review, there were no changes in the Key Managerial Personnel of the Company.

### Annual Evaluation of Board's Performance:

In terms of the provisions of Section 134 of the Companies Act, 2013, the Directors carried out the annual performance evaluation of the Board, Committees of Board and individual Directors along with assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**8. NUMBER OF BOARD MEETINGS HELD:**

The Board of Directors duly met 5 (Five) times during the Financial Year from April 01, 2024 to March 31, 2025 on 29.05.2024, 02.08.2024, 05.09.2024, 14.11.2024 and 11.02.2025

The composition and category of Directors, their attendance at the Board Meetings and at the last AGM held during the FY 2024-25 are as follows:

<b>Name of the Director</b>	<b>Category of the Director</b>		<b>Number of Board Meetings entitled to attend during the FY 2024-25</b>	<b>Number of Board Meetings attended during the FY 2024-25</b>		<b>Whether attended AGM held on 30/09/2024</b>
Prasad Reddy Kasu DIN: 00246457	Independent Director (Cessation 05.09.2024)		3	3		No
Kameswara Sarma Chavali DIN: 06933900	Independent Director upto to 05.09.2024	Non Executive Director from 05.09.2024	5	3 (as Independent Director)	2 (as Non executive Director)	No
Revathi Raghunathan DIN: 01254043	Independent Director		2	2		Yes
Subramanian Neelakantan DIN: 01474064	Independent Director		2	2		No
Krishna Babu Cherukuri DIN: 00993286	Non-Executive		5	5		Yes
Rukmini Devi Satuluri DIN: 09547719	Executive		5	5		Yes

The Company has complied with the provisions of the Companies Act, 2013, Secretarial Standards and Listing Regulations regarding convening and conducting the Board and Audit Committee Meetings.

**9. 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.

**10. PUBLIC DEPOSITS:**

During the financial year 2024-25, your Company has not accepted any deposits within the meaning of Sections 73 and 76 of the Companies Act, 2013, read together with the Companies (Acceptance of Deposits) Rules, 2014.

**11. MATERIAL CHANGES AND COMMITMENTS:**

No material changes have taken place or commitments made, affecting the financial position of the company, which have occurred between the end of the financial year and the date of this report.

**12. AUDITORS:****Statutory Auditors:**

M/s Narasimha Rao & Associates (FRN: 002336S), Chartered Accountants, Hyderabad, are the Statutory Auditors of the Company, who were appointed at the 40<sup>th</sup> Annual General Meeting of the Company held on September 19, 2022, to hold office till the conclusion of the 45<sup>th</sup> Annual General Meeting.

**Secretarial Audit Report:**

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 had appointed Mr. Anandkumar Chainsukh Kasat, Practicing Company Secretary, (CP No. 17420), 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

**Secretarial Auditor:**

Pursuant to the provisions of Regulation 24A & other applicable provisions of the SEBI Listing Regulations read with Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the recommendation of the Board of Directors of the Company M/s B S S & Associates, Company Secretaries (Firm Reg. No. 3744) be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 consecutive years, from April 1, 2025 to March 31, 2030 ('the Term'), be appointed at this 43<sup>rd</sup> Annual General Meeting as the Secretarial Auditors of the Company for a term of five (5) consecutive years, to conduct the Secretarial Audit of the company for five consecutive financial years A detailed proposal for appointment of Secretarial auditor forms part of the Notice convening this AGM.

**Internal auditors:**

The Board of Directors, based on the recommendation of the Audit Committee, has appointed Sri K Srivas., Chartered Accountant, Hyderabad, as the Internal Auditor of your Company.

**13. AUDIT OBSERVATIONS:**

There is no adverse remarks or observations

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

**14. MAINTENANCE OF COST RECORDS:**

The provisions relating to maintenance of cost records under Section 148 of Companies Act, 2013 are not applicable to the Company.

**15. AUDIT COMMITTEE:**

The Audit Committee reviews the audit reports submitted by the Statutory Auditors, financial results, Effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established Systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee has been constituted with the following members:

1. Sri Subramanian Neelakantan (Independent Director) – Chairman
2. Smt. Revathi Raghunathan (Independent Director) – Member
3. Sri Krishna Babu Cherukuri (Director) – Member

The committee has been vested with the following roles and responsibilities:

- The recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the Financial Statement and the Auditors' report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.
- Any other responsibility as may be assigned by the board from time to time.
- Such other roles as specified under Part C of Schedule II of SEBI (LODR) Regulations 2015.

**16. NOMINATION & REMUNERATION COMMITTEE:**

Pursuant to the provisions of section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations 2015, the Company has constituted Nomination and Remuneration Committee with the following members:

1. Sri. Kameswara Sarma Chavali (Non-Executive Director) – Chairman
2. Sri. Subramanian Neelakantan (Independent Director) - Member
3. Smt. Revathi Raghunathan (Independent Director)- Member

The Committee is authorised to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration for the directors, KMP and other employees.

The Committee is also authorized to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board their appointment and removal and carry out evaluation of every Director's performance and perform such other roles as specified under Part D of Schedule II of SEBI (LODR) Regulations 2015.

#### **17. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

In pursuance of the provisions of section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations 2015, the Board has constituted Stakeholders Relationship Committee with the following members:

1. Sri Krishna Babu Cherukuri (Non-Executive Director) – Chairman
2. Sri. Subramanian Neelakantan (Independent Director) - Member
3. Sri. Kameswara Sarma Chavali (Non-Executive Director)- Member

The committee shall look into various aspects of interest of shareholders, debenture holders and other security holders and perform such other roles as specified under Part D of Schedule II of SEBI (LODR) Regulations 2015.

#### **18. ANNUAL RETURN:**

Pursuant to the provisions of Section 92 (3) of the Companies Act, 2013 the Annual Return of the company is placed on the website of the Company on the following link <http://www.healthyinvestments.co.in/investors.html>

#### **19. 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.

#### **20. CORPORATE SOCIAL RESPONSIBILITY:**

As the Company has not reached the threshold limits specified in section 135 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.

**21. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:**

In pursuance to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

Every listed Company is required to establish the Vigil Mechanism for their Directors and Employees to report their genuine concerns or grievances under the Companies Act, 2013 and rules notified therein by Government of India.

Vigil Mechanism for the Directors and Employees of the Company interalia stipulate the following:

- The Audit Committee shall oversee the Vigil Mechanism through the Committee and if any of the members of the Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Committee would deal with the matter on hand.
- The Vigil Mechanism shall provide for adequate safeguards against victimization of Employees and Directors who avail of the Vigil Mechanism and also provide for direct access to the chairperson of the Audit Committee.
- In case of repeated frivolous complaints being filed by a Director or an Employee, the Audit Committee may take suitable action against the concerned Director or Employee including reprimand.

**22. ANTI-SEXUAL HARASSMENT POLICY:**

Your Company has laid down Anti Sexual Harassment Policy, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which is available on the website of the Company. No complaints have been received by the Company, during the year under review.

**23. RELATED PARTY TRANSACTIONS:**

The Related Party Disclosure as required as per Ind AS 24, are provided in Note No. 23 of the notes to financial statements. During the Financial Year 2024-25, your company has not entered into any transactions with related parties which are covered under Section 188 of the Companies Act, 2013.

During the financial year 2024-25, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

**24. CORPORATE GOVERNANCE REPORT:**

The Company's paid up equity share capital is not exceeding rupees ten crore and net worth is not exceeding rupees twenty-five crore, as on the last day of the previous financial year and hence the Corporate Governance Report is not applicable on the Company as per Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**25. LISTING WITH STOCK EXCHANGES:**

The Company confirms that it has paid the Annual Listing Fees for the year 2025-26 to the Bombay Stock Exchange Limited, on which the Company's Shares are listed.

**26. REMUNERATION TO THE DIRECTORS / KEY MANAGERIAL PERSONNEL / EMPLOYEES:**

The Company has not paid any remuneration to Directors and none of the Directors and Employees are covered under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. During the year, the Company has paid remuneration to the Company Secretary, amounting to ₹ 0.300 Mil.

**27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

As required under Regulation 34(2) of the Listing Regulations, the Management Discussion and Analysis Report is enclosed as **Annexure – B** and is a part of this report.

**28. RISK MANAGEMENT:**

The company has been addressing various risks impacting the company and the policy of the company on risk management is provided in the Management Discussion and Analysis Report which forms part of the annual report.

**29. DEMATERIALISATION OF SHARES:**

**98.16%** of the company's paid up Equity Share Capital is in dematerialized form as on March 31, 2025 and balance **1.84%** is in physical form.

**30. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a) in the preparation of the Annual Accounts for the year ended March 31, 2025, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b) they have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that year;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) internal financial controls to be followed by the company have been laid down and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

**31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not provided any loans covered under Sections 185 and 186 of the Companies Act, 2013. The Company has not provided any guarantee or security for any loans. Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements. The provisions of Section 186 of the Companies Act 2013 do not apply to the Company.

**32. COMPLIANCE WITH THE CODE OF CONDUCT:**

The members of Board of Directors and senior management personnel have affirmed their compliance with the code of conduct of board of directors and senior management.

**33. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:**

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

**34. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016**

During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

**35. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS**

During the year under review, there has been no one time settlement of loans taken from Banks and Financial Institutions.

**FOR & ON BEHALF OF THE BOARD**

**Place: Hyderabad**  
**Dated: May 29, 2025**

**Krishna Babu Cherukuri**  
**Director**  
**DIN: 00993286**

**Rukmini Devi Satuluri**  
**Director and CEO**  
**DIN: 09547719**

## ANNEXURE “A” TO THE BOARD’S REPORT

Form No.MR.3

Secretarial Audit Report

(For the financial year ended 31st March 2025)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Healthy Investments Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Healthy Investments Limited** (CIN: L65990MH1981PLC025678) (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) I further report that, having regard to the nature of Company's business, in my opinion, there are no such laws applicable specifically to the Company.

I further report that the Company is not a Collective Investment Management Company as defined in Regulation 2(1)(h) of Securities and Exchange Board of India (Collective Investment Schemes) Regulations, 1999 and that the Company has not received any funds covered under the said regulations in any manner.

I further report that the applicable financial laws, such as the Direct and Indirect Tax Laws, have not been reviewed under my audit as the same falls under the review of statutory audit and by other designated professionals.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July 2015).
- (ii) The Listing Agreement entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective 1st December 2015).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, since the Company's paid up equity share capital is not exceeding rupees ten crore and net worth is not exceeding rupees twenty-five crore, as on the last day of the previous financial year, hence the Corporate Governance provisions pertaining to Regulation 17 (Composition of Board of Directors) of SEBI (LODR) Regulations 2015 is not applicable on the Company as per Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and

obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the Board Meetings as represented by the management were taken unanimously.

I further report that, based on the representations received from the authorised officials; the Company has complied with the other specific laws applicable to it and there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with our report of even date which is annexed as Annexure A and forms integral part of this report.

**FOR KASAT & ASSOCIATES**  
**Company Secretaries**

**Anand Kumar C Kasat**  
**Proprietor**  
**Membership No. F11175**  
**CP No. 17420**  
**UDIN:**  
**Peer Review 2941/2023**

**Place: Hyderabad**  
**Date: May 29, 2025**

**ANNEXURE A**

To,  
The Members,  
Healthy Investments Limited.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial and other records is the responsibility of the management of the company. Our responsibility is to express an opinion on the relevant records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the relevant records and compliances. The verification was done on test basis to verify that correct facts as reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and tax records and books of accounts of the company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future liability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR KASAT & ASSOCIATES**  
**Company Secretaries**

**Anand Kumar C Kasat**  
**Proprietor**  
**Membership No. F11175**  
**CP No. 17420**  
**UDIN:**  
**Peer Review 2941/2023**

**Place: Hyderabad**  
**Date: May 29, 2025**

## ANNEXURE "B" TO THE BOARD'S REPORT

## MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

**a) Structure and Developments, Opportunities and Threats, Performance, outlook, Risks and Concerns:**

During the year under review, the Company earned total revenue of ₹ 2.086 Million as compared to last year's total revenue of ₹ 3.623 Million showing a decrease of 42% approximately. The Company earned a major share of income from dividend and investments. The Company has incurred a loss after tax of ₹ 5.876 Million as against previous year's profit of ₹ 1.509 Million. Your Directors are giving their best efforts for exploring more business opportunities so as to increase the growth and profitability of the Company in the years to come. The Company has adopted adequate measures concerning the development and implementation of a Risk Management Policy after identifying the following elements of risks which in the opinion of the Board may threaten the very existence of the Company itself.

- a) Industry and Macroeconomic Risks
- b) Financial Market Risks
- c) Policy Risk
- d) Foreign Exchange Risks
- e) Interest Rate Risk
- f) Risks to Direct costs
- g) Competition Risk
- h) Legal Risks
- i) Environmental law Risks
- j) Compliance Risks

**b) Internal Control Systems and their Adequacy:**

Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.

**c) Cautionary Statement:**

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward-looking statements.

**FOR & ON BEHALF OF THE BOARD**

**Place: Hyderabad**  
**Dated: May 29, 2025**

**Krishna Babu Cherukuri**  
**Director**  
**DIN: 00993286**

**Rukmini Devi Satuluri**  
**Director and CEO**  
**DIN: 09547719**

## BALANCE SHEET AS AT MARCH 31, 2025

Amount ₹ in Millions

	Note No.	31-03-2025	31-03-2024
<b>I. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
a. Financial Assets			
- Investments	1.1	216.496	196.980
		216.496	196.980
<b>2. CURRENT ASSETS</b>			
a. Financial Assets			
i. Investments	1.2	2.017	19.920
ii. Cash and Cash Equivalents	2	0.046	0.039
iii. Current Tax Assets (Net)	3	0.069	0.002
iv. Other Current Assets	4	0.000	-
		2.132	19.961
	<b>Total</b>	<b>218.628</b>	<b>216.941</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1. EQUITY</b>			
a. Equity Share Capital	5	2.450	2.450
b. Other Equity	6	209.862	214.458
		212.312	216.908
<b>2. NON CURRENT LIABILITIES</b>			
- Deferred Tax Liabilities (Net)	7	6.279	-
<b>3. CURRENT LIABILITIES</b>			
- Financial Liabilities			
Trade Payables	8		
- Total outstanding dues of creditors other than micro enterprises and small enterprises		0.033	0.033
b. Other Current Liabilities	9	0.003	-
		0.037	0.033
	<b>Total</b>	<b>218.628</b>	<b>216.941</b>

Refer to Accompanying Notes to Financial Statements

Per our Report of Even Date  
for NARASIMHA RAO & ASSOCIATES  
Chartered Accountants  
FRN: 002336S

For and on behalf of the Board of Directors

KRISHNA BABU CHERUKURI  
Director  
DIN: 00993286

RUKMINI DEVI SATULURI  
Director & CEO  
DIN: 09547719

POORNACHANDRA RAO SAMBARAJU  
Partner  
M. No. 025403

MURALI D. KANURI  
Chief Financial Officer

SWATI AJMERA  
Company Secretary  
M. No. A 56243

Hyderabad  
May 29, 2025

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON MARCH 31, 2025

## Consolidated Statement of Changes in Equity

Amount ₹ in Millions

<i>Previous Period</i>	01-04-2023	Profit for the Period	Total Comprehensive Income upto Period	Transfer to Retained Earnings	31-03-2024
Equity Share Capital:	2.450				2.450
Reserves & Surplus:					
Reserve Fund	9.179				9.179
Retained Earnings	79.179	1.509	80.688	0.795	81.483
Other Comprehensive Income:					
Equity Instruments through Other Comprehensive Income	65.319	54.465	119.784	(0.795)	118.988
Mutual Funds through Other Comprehensive Income	4.348	0.459	4.807		4.807
<b>Balance at the End of the Previous Reporting Period</b>			<b>31-03-2024</b>		<b>216.908</b>
<i>Current Period</i>	01-04-2024	Profit for the Period	Total Comprehensive Income upto the Period	Transfer to Retained Earnings	<b>31-03-2025</b>
Equity Share Capital	2.450				<b>2.450</b>
Reserves & Surplus					
Reserve Fund	9.179				<b>9.179</b>
Retained Earnings	81.483	(5.877)	<b>75.607</b>	<b>0.190</b>	<b>75.796</b>
Other Comprehensive Income					
Equity Instruments through Other Comprehensive Income	118.988	(2.227)	<b>116.761</b>	<b>(0.190)</b>	<b>116.571</b>
Mutual Funds through Other Comprehensive Income	4.807	<b>3.508</b>	<b>8.315</b>		<b>8.315</b>
<b>Balance at the end of the Current Reporting Period</b>			<b>31-03-2025</b>		<b>212.312</b>

Per our Report of Even Date  
for NARASIMHA RAO & ASSOCIATES  
Chartered Accountants  
FRN: 002336S

For and on behalf of the Board of Directors

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Partner  
M. No. 025403

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Hyderabad  
May 29, 2025

MURALI D. KANURI  
Chief Financial Officer

SWATI AJMERA  
Company Secretary  
M. No. A 56243

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

Amount ₹ in Millions

	Note No.	31-03-2025	31-03-2024
<b>1. INCOME</b>			
Other Income	10	2.086	3.623
	<b>Total</b>	<b>2.086</b>	<b>3.623</b>
<b>2. EXPENSES</b>			
Loss from Derivatives	11	0.127	0.230
Employee Benefit Expense	12	0.396	0.341
Finance Costs	13	0.003	0.013
Other Expenses	14	0.810	0.815
	<b>Total</b>	<b>1.336</b>	<b>1.399</b>
<b>3. PROFIT/(LOSS) BEFORE TAX (1 - 2)</b>		<b>0.750</b>	<b>2.224</b>
<b>4. TAX EXPENSES</b>			
Current Tax		0.345	0.626
Taxes pertaining to earlier years		0.002	0.090
Deferred Tax		6.279	-
		<b>6.626</b>	<b>0.716</b>
<b>5. PROFIT/(LOSS) AFTER TAX (3 - 4)</b>		<b>(5.876)</b>	<b>1.508</b>
<b>6. OTHER COMPREHENSIVE INCOME ('OCI')</b>			
<b>Items that will not be reclassified to Profit or Loss</b>			
Fair Value changes on Equity Instruments through OCI		(2.227)	54.465
Fair Value changes on Mutual funds through OCI		3.508	0.459
		<b>1.281</b>	<b>54.924</b>
<b>7. TOTAL COMPREHENSIVE INCOME FOR THE YEAR (5 + 6)</b>		<b>(4.595)</b>	<b>56.432</b>
<b>8. EARNINGS PER SHARE</b>			
Face Value ₹ 10/- per share			
Basic and Diluted	₹	(23.98)	6.15
Basic and Diluted (After OCI)	₹	(18.76)	230.33

Refer to Accompanying Notes to Financial Statements

Per our Report of Even Date  
for NARASIMHA RAO & ASSOCIATES  
Chartered Accountants  
FRN: 002336S

For and on behalf of the Board of Directors

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Hyderabad  
May 29, 2025

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

Amount ₹ in Millions

	31-03-2025	31-03-2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Profit / (Loss) before tax	0.750	2.225
Adjustments for :		
Dividend income	(1.254)	(0.769)
Interest received	(0.000)	(0.011)
Profit on sale of Investments	(0.786)	(2.375)
Fair value gain on financial instruments valued at fair value through Profit or Loss	(0.046)	(0.462)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>(1.336)</b>	<b>(1.391)</b>
(Increase) / Decrease in Other Non Current and Current Assets	(0.000)	0.093
Increase / (Decrease) in sundry creditors	0.000	-
Increase / (Decrease) in Other Current Liabilities	0.003	(0.007)
Increase/(Decrease) in Net Current tax liabilities	(0.067)	(0.003)
	<b>(0.062)</b>	<b>0.083</b>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(1.398)</b>	<b>(1.308)</b>
Income Tax	(0.345)	(0.626)
<b>CASH FLOW BEFORE EXTRA-ORDINARY ITEMS</b>	<b>(1.743)</b>	<b>(1.934)</b>
Prior Period Adjustments	(0.002)	(0.090)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>(1.746)</b>	<b>(2.024)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Shares/Units of Mutual Funds	(44.443)	(97.376)
Sale of Shares/Units of Mutual Funds	44.942	98.291
Dividend received	1.254	0.769
Interest received	0.000	0.011
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>1.753</b>	<b>1.695</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from issuance of share capital	-	-
<b>NET CASH USED IN FINANCE ACTIVITIES (C)</b>	<b>-</b>	<b>-</b>
<b>D. NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (D=A+B+C)</b>	<b>0.007</b>	<b>(0.329)</b>
<b>E. CASH AND CASH EQUIVALANTS AT BEGINNING OF PERIOD</b>	<b>0.039</b>	<b>0.368</b>
<b>F. CASH AND CASH EQUIVALANTS AT END OF PERIOD (F=D+E)</b>	<b>0.046</b>	<b>0.039</b>

## Notes:

- 1 The Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind 7) - Statement of Cash Flows:
- 2 CASH & CASH EQUIVALENTS (Note 6)
- |  | Amount ₹ in Millions |              |
|--|----------------------|--------------|
|  | 31-03-2025           | 31-03-2024   |
| Cash on Hand                           | 0.006                | 0.016        |
| Balance with Banks in Current Accounts | 0.040                | 0.022        |
|  | <b>0.046</b>         | <b>0.039</b> |
- 3 Summary of Material Accounting Policies (Note 17)

Per our Report of Even Date  
for NARASIMHA RAO & ASSOCIATES  
Chartered Accountants  
FRN: 002336S

For and on behalf of the Board of Directors

POORNACHANDRA RAO SAMBARAJU  
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Hyderabad  
May 29, 2025

MURALI D. KANURI  
Chief Financial Officer

SWATI AJMERA  
Company Secretary  
M. No. A 56243

**1.1 NON CURRENT INVESTMENTS***Amount ₹ in Millions*

	31-03-2025	31-03-2024
<i>Fair Market Value through Other Comprehensive Income</i>		
Investments in Quoted Equity Instruments	<b>201.662</b>	185.653
Investments in Quoted Mutual funds	<b>14.834</b>	11.327
	<b>216.496</b>	196.980

**Disclosures:**

1.1.1 Trade Investments (Fair Market Value through Other Comprehensive Income):

*Amount ₹ in Millions*

	Face Value	31-03-2025		31-03-2024	
		Units	Amount	Units	Amount
a. Quoted Equity Instruments					
Lakshmi Finance & Industrial Corporation Limited	10	<b>2,17,340</b>	<b>37.476</b>	2,17,340	37.002
Nelcast Limited	2	<b>6,11,094</b>	<b>50.672</b>	6,11,094	78.464
Glenmark Pharma Limited		<b>36,000</b>	<b>55.442</b>	36,000	34.470
Kotak Mahindra Bank Limited	5	<b>20,000</b>	<b>43.426</b>	20,000	35.716
Natco Pharma Limited	2	<b>6,900</b>	<b>5.504</b>	-	-
HDFC Bank Limited	1	<b>5,000</b>	<b>9.143</b>	-	-
b. Quoted Mutual Funds					
NIP ETF Gold Bees	1	<b>2,00,000</b>	<b>14.834</b>	2,00,000	11.326
NIP ETF Liquid Bees	1,000	-	-	1	0.001
			<b>216.496</b>		196.980

1.1.2 Aggregate Market Value of Quoted Investments **216.496** 196.9801.1.3 Aggregate Book Value of Quoted Investments **216.496** 196.980**1.2 CURRENT INVESTMENTS**

	31-03-2025	31-03-2024
<i>Fair Market Value through Profit or Loss</i>		
Investments in Quoted Mutual funds	<b>2.017</b>	19.920
	<b>2.017</b>	19.920

**Disclosures:**

1.2.1 Trade Investments (Fair Market Value through Profit or Loss):

*Amount ₹ in Millions*

Quoted Mutual Funds (Debt)	31-03-2025		31-03-2024	
	Units	Amount	Units	Amount
HDFC Liquid fund	396	<b>2.017</b>	4,199	19.920
		<b>2.017</b>		19.920

1.2.2 Aggregate Market Value of Quoted Investments **2.017** 19.9201.2.3 Aggregate Book Value of Quoted Investments **2.017** 19.920

**2. CASH AND CASH EQUIVALENTS**

Amount ₹ in Millions

	31-03-2025	31-03-2024
Cash on Hand	0.006	0.016
Balances with Banks		
Current Accounts	0.040	0.022
	0.046	0.039

**3. CURRENT TAX ASSETS (NET)**

Prepaid Taxes (Net)	0.069	0.002
	0.069	0.002

**4. OTHER CURRENT ASSETS**

Dividend Receivable	0.000	-
	0.000	-

**5. EQUITY SHARE CAPITAL**

<b>Authorised Capital:</b> 2,50,000 Equity shares of ₹ 10 Par Value	2.500	2.500
	2.500	2.500
<b>Issued,Subscribed and Paid-up Capital</b> 2,45,000 Equity shares of ₹ 10 Par Value, fully paid up	2.450	2.450
	2.450	2.450

**Disclosures:**

- 5.1 All the equity shares carry equal rights and obligations including for dividend and with respect to voting rights.  
5.2 Reconciliation of number of shares outstanding

Name of shareholder	31-03-2025		31-03-2024	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares fully paid-up</b>				
Outstanding at the beginning of the year	2,45,000	2.450	2,45,000	2.450
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>2,45,000</b>	<b>2.450</b>	<b>2,45,000</b>	<b>2.450</b>

- 5.3 Names of shareholders holding more than 5% of the Share capital and their shareholding.

Name of shareholder	31-03-2025		31-03-2024	
	No. of Shares	% of holding	No. of Shares	% of holding
1. Kanuri Invest & Exim LLP	30,050	12.27%	30,050	12.27%
2. Kanuri Family Trust	1,53,600	62.69%	1,53,600	62.69%
3. Tanuja Gokaraju	20,000	8.16%	20,000	8.16%

- 5.4 Shares held by Promotors at the end of the year

Name of shareholder	31-03-2025		31-03-2024		% change during the Year
	No. of Shares	% of holding	No. of Shares	% of holding	
1. Kanuri Invest & Exim LLP	30,050	12.27	30,050	12.27	-
2. Kanuri Family Trust	1,53,600	62.69	1,53,600	62.69	-

**6. OTHER EQUITY***Amount ₹ in Millions*

	<b>31-03-2025</b>	31-03-2024
a. Retained Earnings		
Balance at the beginning of the year	<b>81.483</b>	79.179
Add : Profit for the year	<b>(5.877)</b>	1.509
Add : Transfer from OCI	<b>0.190</b>	0.795
Balance at the end of the year	<b>75.796</b>	81.483
b. Other Reserves		
Reserve Fund		
Balance at the beginning of the year	<b>9.179</b>	9.179
Balance at the end of the year	<b>9.179</b>	9.179
c. FVTOCI Reserve**		
Balance at the beginning of the year	<b>123.795</b>	69.667
Additions/deductions during the year	<b>1.281</b>	54.924
Transfer to Retained Earnings	<b>(0.190)</b>	(0.795)
Balance at the end of the year	<b>124.886</b>	123.796
Balance carried forward to next year	<b>209.862</b>	214.458

**Disclosure:**

FVTOCI Reserve represents the cumulative gains (net of losses) arising on revaluation of Equity Instruments measured at Fair Value through Other Comprehensive Income, net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed of.

**7. DEFERRED TAX LIABILITIES (NET)**

<b>Deferred Tax Liabilities:</b>		
Timing Difference on account of:		
Fair Valuation of Equity Shares / Units of Mutual Funds	<b>60.788</b>	-
<b>Deferred Tax Assets:</b>		
Carried Forward Losses under Income Tax Act	<b>12.416</b>	-
Net Timing difference resulting in Deferred Tax Liabilities	<b>48.372</b>	-
Provision for Deferred Tax at the beginning of the year	-	-
Deferred Tax for the year	<b>6.279</b>	-
Provision for Deferred Tax at the end of the year	<b>6.279</b>	-

**8. TRADE PAYABLES**

Total outstanding dues of Micro Enterprises and Small Enterprises	-	-
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	<b>0.033</b>	0.033
	<b>0.033</b>	0.033

**Disclosures:**

8.1 The company has not received any information from any suppliers that they have registered as Micro, Small and Medium Enterprise (MSME). In the absence of such information the total outstandings in respect of all suppliers are classified under the head "Others".

## 8.2 Trade Payable Ageing Schedule:

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	-	-	-	-	-	-
Others	-	<b>0.033</b>	-	-	-	<b>0.033</b>
Others (P. Year)	-	0.033	-	-	-	0.033

**9. OTHER CURRENT LIABILITIES**

TDS Payable	<b>0.003</b>	-
	<b>0.003</b>	-

**10 OTHER INCOME**

Dividends	<b>1.254</b>	0.769
Interest	<b>0.000</b>	0.011
Fair value gain on Financial Instruments Valued at Fair Value through	<b>0.046</b>	0.462
Short Term Gain from sale of Shares and Mutual Funds	<b>0.786</b>	2.375
Liabilites no longer required written back	-	0.007
Miscellaneous Income	<b>0.000</b>	-
	<b>2.086</b>	3.623

**11 LOSS FROM DERIVATIVES**

Loss from Derivatives	<b>0.127</b>	0.230
	<b>0.127</b>	0.230

**12 EMPLOYEE BENEFIT EXPENSES**

Salaries	<b>0.396</b>	0.341
	<b>0.396</b>	0.341

**13 FINANCE COSTS**

Interest on Income Tax	<b>0.003</b>	0.013
	<b>0.003</b>	0.013

**14 OTHER EXPENSES**

Professional Charges	<b>0.107</b>	0.096
Auditors Fees - For Statutory Audit	<b>0.037</b>	0.033
Rates and Taxes	<b>0.001</b>	-
Listing Expenses	<b>0.497</b>	0.481
Sitting Fees Paid	<b>0.078</b>	0.088
Miscellaneous Expenses	<b>0.090</b>	0.116
	<b>0.810</b>	0.815

Disclosure:

Professional Expenses includes:

- Statutory Audit Fee	0.037	0.033
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**15 Basis of Preparation Of Financial Statements:****1 Statement of Compliance:**

The Financial Statements for the year ended March 31, 2025 have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

**2 Accounting Convention and Basis of Measurement:**

The Financial Statements have been prepared on the Historical Cost Convention and on an Accrual Basis, except for certain Financial Assets and Liabilities of material nature, which are measured at Fair Value (refer Note 16.9, Accounting Policy on Financial Instruments), as required by relevant Ind AS.

**3 Functional and Presentation Currency:**

The Financial Statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All financial information presented in full Indian Rupees and have been rounded to the nearest million of three decimals, except for Shares and Earnings Per Share data.

**4 Use of Judgements, Estimates and Assumptions:**

The preparation of Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of Accounting Policies and the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities and assets. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying Accounting Policies, as well as estimates and assumptions in respect of the following areas that have most significant effect to the carrying amounts within the next financial year are included in the relevant notes.

- i. Useful lives of property, plant, equipment and intangibles;
- ii. Measurement and likelihood of occurrence of provisions and contingencies; and
- iii. Recognition of deferred tax assets.

**5 Operating Cycle:**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**6 Fair Value Measurements:**

The Company measures quoted financial instruments at Fair Value on initial recognition and at each balance sheet date. Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Fair Value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. In the principal market for the asset or liability or
- ii.

In the absence of a principal market, in the most advantageous market for the asset or liability.

**16 Material Accounting Policies:****1 Property Plant and Equipment:**

- i Property Plant and Equipment are measured at cost, less accumulated depreciation and impairment losses.
- ii The cost of property, plant and equipment includes those incurred directly for the construction or acquisition of the asset, and directly attributable to bringing it to the location and condition necessary for it to be capable of operating in the manner intended by the management and includes the present value of expected cost for dismantling/ restoration wherever applicable.
- iii Depreciation on tangible assets is provided under straight line method over the useful life of assets specified in Part C of Schedule II to the Companies Act, 2013 and manner specified therein.

**2 Impairment of Assets:**

- i Financial Assets:  
The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss and credit risk exposure on Financial Assets that are debt instruments and are measured at amortised cost wherever applicable for e.g. loans debt securities, deposits, and bank balances.
- ii Non – Financial Assets:  
The Company assesses, at each reporting date, whether there is any objective evidence that a Non-Financial Asset or a group of Non-Financial Assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss and accounts for the same.

**5 Revenue Recognition:**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the Fair Value of the consideration received or receivable, taking into account contractually defined terms of payment, excluding taxes or duties collected on behalf of the Government.

- i Revenue on sale of Mutual Fund units is recognised on transfer of ownership.
- ii Revenue on sale of Shares / Securities are recognised as on date of transaction.
- iii Dividend income from investments is recognised when the right to receive payment is established.

**6 Employee Benefits:****i Short Term Benefits**

All employee benefits falling due wholly within twelve months of rendering the service are classified as Short Term Employee Benefits. The cost of the benefits like salaries, wages, medical, leave travel assistance, short term compensated absences, bonus, exgratia etc., are recognised as an expense in the period in which the employee renders the related service.

**ii Post-Employment Benefits:**

Payment of Provident Fund, E.S.I.C. and Gratuity to employees are not applicable to the Company, as the number of employees is below the coverage limite. The Company does not have any scheme for retirement benefits for its employees. Other benefits such as leave encashment etc., are provided in accordance with the service rules of the Company.

7 *Provision for Current and Deferred Tax:*

- i Current Tax is provided for on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.
- ii Deferred Tax is recognised on the timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Assets in respect of unabsorbed depreciation and carry forward of losses are recognised, if there is virtual certainty that there will be sufficient future taxable income available to realise such losses.

8 *Earnings Per Share:*

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

9 *Financial Instruments (Financial Assets and Financial Liabilities):*

Financial Assets which include inter-alia any asset that is cash, equity instrument of another entity or contractual obligation to receive cash or another Financial Asset or to exchange Financial Asset or Financial Liability under conditions that are potentially favourable to the Company. A Financial Asset is recognised when and only when the Company becomes party to the contractual provisions of the instrument.

i *Classification:*

The Company classifies its financial assets in the following categories:

- at Amortised Cost;
- at Fair Value Through Other Comprehensive Income (FVTOCI)

ii *Initial Recognition and Measurement:*

All Financial Assets, except Trade Receivables are recognised initially at Fair Value plus, in the case of Financial Assets not recorded at Fair Value through Profit or Loss, transaction costs that are attributable to the acquisition of the Financial Asset. Transaction costs of Financial Assets carried at fair value through Profit or Loss are expensed in the Statement of profit and Loss.

The Company measures the Trade Receivables, if any, at their transaction price, if the Trade Receivables do not contain a significant financing component.

iii *Subsequent Measurement:*

All equity and mutual fund investments are measured at Fair Value. Instruments which are not held for trading are classified at Fair Value through Other Comprehensive Income (FVTOCI) and Fair Value through Profit or loss. The Company makes such election on an instrument by-instrument basis. The Classification is made on initial recognition and is irrevocable.

All fair value changes on an equity instrument classified at FVTOCI, are recognized in the OCI. There is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. Dividends from such investments are recognized in the Statement of Profit and Loss as other income when the company's right to receive payment is established.

All fair value changes on Liquid mutual funds classified at FVTPL and recognised in the Profit or Loss.

10 *Provisions, Contingent Liabilities and Contingent Assets:*

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require outflow of resources. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are neither recognised nor disclosed in the Financial Statements.

11 *Claims:*

Claims by and against the Company, including liquidated damages, are recognised on Acceptance Basis.

17 The Company does not have any borrowings from Banks or Financial Institutions.

18 In the opinion of the Board of Directors, all the Assets (Other than Property, Plant, Equipment, Intangible Assets and Non-Current Investments) are expected to realise a value which is at least equivalent to the amount at which they are stated in the financial statements, in the ordinary course of the business. The Board is also of the opinion that no material uncertainty exists regarding the capability of the Company in meeting its liabilities existing as on the date of Balance Sheet as and when they fall due.

19 The Company has carried out a general review to find out whether there is any indication that any asset or group of assets is impaired. In the absence of any such indication of potential impairment loss, no formal estimate of recoverable amount is made and no provision for impairment of assets is required to be made in the books of account.

20 The Company does not have any downstream companies, and hence the compliance regarding the number of layers prescribed under Clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restrictions on Number of Layers), Rules, 2017 and the disclosure requirements of the names of such Companies and their CIN, beyond specified layers and the relation and extent of holding, are not applicable.

## 21 Related Party Disclosures:

<b>Name</b>	<b>Designation</b>
<b>Key Management Personnel:</b>	
Murali D Kanuri	Chief Financial Officer
Rukmini Devi Satuluri	Chief Operating Officer
Swati Ajmera	Company Secretary
<b>Non - Key Management Personnel</b>	
Krishna Babu Cherukuri	Director
Kameswara Sharma Chavali	Director
Prasad Reddy Kasu	Independent Director (up to 30-09-2024)
Subramanian Neelakantan	Independent Director (from 05-09-2024)
Revathi Raghunathan	Independent Director (from 05-09-2024)

b. **Directors' Interested Firms**

Proton Investments LLP  
Kanuri Invest and Exim LLP  
C K S Associates

## c. Transactions with Related Parties:

Amount ₹ in Millions

Name of the Related Party	Nature of Transactions	31-03-2025		31-03-2024	
		Transactions during the Year	Balance outstanding at the end of the Year	Transactions during the Year	Balance outstanding at the end of the Year
Rukmini Devi Satuluri	Sitting Fee	0.010	-	0.010	-
Krishna Babu Cherukuri	Sitting Fee	0.024	-	0.024	-
Prasad Reddy Kasu	Sitting Fee	0.016	-	0.024	-
Kameswara Sharma Chavali	Sitting Fee	0.020	-	0.024	-
Subramanian Neelakantan	Sitting Fee	0.004	-	-	-
Revathi Raghunathan	Sitting Fee	0.004	-	-	-
Swati Ajmera	Remuneration	0.300	-	0.240	-

## 22 Earnings per Share:

Amount ₹ in Millions

	31-03-2025	31-03-2024
Profit / (Loss) after Taxes and Exceptional Items	(5.876)	1.508
Total Comprehensive Income / (Loss) for the Year (OCI)	(4.595)	56.432
Total number of shares for Basic EPS (Face Value ₹ 10)	2,45,000	2,45,000
Weighted Average of Shares for Diluted EPS (Face Value ₹ 10)	2,45,000	2,45,000
Earnings Per Share – Basic & Diluted	(23.98)	6.15
Earnings Per Share – Basic & Diluted After OCI	(18.76)	230.33

## 23 Ratios:

Ratios	Numerator	Denominator	31-03-2025	31-03-2024	% Variance
Current Ratio	Current Assets	Current Liabilities	63.67	604.15	(89.46)
Debt Equity Ratio	Total Debt	Shareholder's Equity	-	-	-
Debt Service Coverage Ratio	Earning available for Debt Service	Debt Service	-	-	-
Return on Equity Ratio %	Net Profit after Taxes (Before OCI)	Equity Shareholders' Funds	-239.83%	61.53%	(489.77)
Inventory Turover Ratio	Gross Revenue from sale of Products and Services	Average Trade Receivables	-	-	-
Trade Payables Turnover Ratio	Purchases	Average Trade Payables	-	-	-
Net Capital Turnover Ratio	Sales	Working Capital	0.98	0.18	439.23
Net Profit Ratio %	Net profit	Sales	-281.65%	41.61%	(776.90)
Return on Capital Employed	Earnings Before interest and tax	Capital Employed	0.00	0.01	(66.53)

Reason for Variance above 25%:

Current Ratio	Due to reduction in Current Investments
Return on Equity Ratio	Profit on Sale of Investments decreased to ₹ 0.786 Mil from a profit of ₹ 2.375 Mil in the Previous Year and Decrease in Comprehensive Income to ₹ 1.285 Mil from ₹ 54.924 Mil in the Previous Year.
Net Capital Turnover Ratio	Decrease in Turnover
Net Profit Ratio %	Profit on Sale of Investments decreased to ₹ 0.786 Mil from a profit of ₹ 2.375 Mil in the Previous Year.
Return on Capital Employed	

- 24 The Company is engaged primarily in the business of investments and accordingly there are no separate reportable segments as per Ind AS - 108 'Operating Segment'.
- 25 The Company classifies its financial assets in the following measurement categories:
- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or Loss) and
  - those measured at amortised cost.
- The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows. For assets measured at fair value, gains and losses is either recorded in the statement of profit and loss or other comprehensive income.

**26 A. Financial Instruments by Category:**

The carrying and fair value of financial instruments by categories of March 31, 2025 is as follows:

<i>Particulars</i>	<i>Amount ₹ in Millions</i>		
	<i>Amortised Cost</i>	<i>Total carrying value</i>	<i>Total Fair Value</i>
<b>Assets:</b>			
Cash and Cash Equivalents	<b>0.046</b> (0.039)	<b>0.046</b> (0.039)	<b>0.046</b> (0.039)
Other Investments	<b>2.017</b> (19.920)	<b>2.017</b> (19.920)	<b>2.017</b> (19.920)
Other Financial Assets	<b>0.069</b> <b>(0.002)</b>	<b>0.069</b> <b>(0.002)</b>	<b>0.069</b> <b>(0.002)</b>
<b>Total</b>	<b>2.132</b>	<b>2.132</b>	<b>2.132</b>
Previous Year's Total	(19.961)	(19.961)	(19.961)
<b>Liabilities:</b>			
Trade Payables	<b>0.033</b> (0.033)	<b>0.033</b> (0.033)	<b>0.033</b> (0.033)
<b>Total</b>	<b>0.033</b>	<b>0.033</b>	<b>0.033</b>
Previous Year's Total	(0.033)	(0.033)	(0.033)

*Figures in Brackets are of Previous Financial Year.*

**B. Financial risk management:**  
**Financial risk factors**

The company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include market risk, and liquidity risk. The management reviews and design policies and procedures to minimize potential adverse effects on its financial performance.

**Market risk**

The Company is dealing with stocks of share and derivatives. The company is exposed to all risks associated with share market fluctuations.

**Liquidity risk**

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations.

- 27 Figures for the Previous Year are re-arranged, re-grouped, wherever necessary, to conform to the figures of the Current Year. This does not have any material impact on the Financial Statements.

## 28 Additional Regulatory Information:

- 1 All the Deeds of Immovable Property are held in the name of the Company.
- 2 The Company has not revalued any of its Property, Plant and Equipment.
- 3 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 4 The Company does not have any transactions with companies struck off under Section 248 of the Companies Act 2013 or under Section 560 of the Companies Act 1956.
- 5 There are no Documents of Creation or Satisfaction of Charges pending for filing with the Registrar of Companies beyond the Specified Statutory Period.
- 6 The Company has not traded or invested in Crypto currency or Virtual Currency during the Financial Year.
- 7 The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- 8 The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 9 The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that it shall:
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 10 The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

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**Signatures on Notes 1 to 28 of Notes to Financial Statements**

*Per our Report of Even Date*  
for **NARASIMHA RAO & ASSOCIATES**  
Chartered Accountants  
FRN: 002336S

*For and on behalf of the Board of Directors*

**POORNACHANDRA RAO SAMBARAJU**  
Partner  
M. No. 025403

**KRISHNA BABU CHERUKURI**  
Director  
DIN: 00993286

**RUKMINI DEVI SATULURI**  
Director & CEO  
DIN: 09547719

Hyderabad  
May 29, 2025

**MURALI D. KANURI**  
Chief Financial Officer

**SWATI AJMERA**  
Company Secretary  
M. No. A 56243