

33rd ANNUAL REPORT

HEALTHY INVESTMENTS LIMITED

BOARD OF DIRECTORS:

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

AUDITORS:

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

REGISTRARS & SHARE TRANSFER AGENTS

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

REGISTERED OFFICE:

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

ADMINISTRATIVE OFFICE:

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

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

NOTICE

NOTICE is hereby given that 33rd Annual General Meeting of Healthy Investments Limited. will be held on Wednesday 30th September 2015 at 11.00 a.m. at the registered office of the Company at 805, 8th Floor, Makers Chambers V, Nariman Point, Mumbai -400 021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt C. Shantha Prasad, (DIN: 00962582) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard pass the following resolution, with or without modification:

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

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following Resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and any other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted, in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the company;

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Office:
805, 8th Floor, Maker Chamber V,
Nariman Point, Mumbai – 400 021.
Dated: 30th May, 2015

BY ORDER OF THE BOARD

Murali Kanuri
Director
DIN: 00897402

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Members are requested to notify change of address, if any to the company's registered office at Mumbai.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of members and share transfer books of the Company will be closed from the 24/09/2015 to 29/09/2015 (both days inclusive).
5. Pursuant to Clause 49 of the Listing Agreement, additional information on the Director seeking re-appointment is furnished in the Annexure.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. In terms of Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is info@vccilindia.com mentioning the Company's name i.e., Healthy Investments Limited, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.

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

- with respect of electronic shareholding - through their respective Depository Participants.
- with respect of physical shareholding - by sending a request to the Company's Share Transfer Agent at M/s Venture Capital and Corporate Investments Private Limited (VCCIL) No.12-10-167, Bharat Nagar, Moosapet, Hyderabad -500018, Telephone

Nos.040-23818475,23818476, mentioning therein the Company's name i.e., Healthy Investments Limited, their folio number and e-mail address.

The Annual Report 2014-15 as circulated to the members of the Company is also available on the website of the Company www.healthyinvestments.co.in

10. Voting for transaction of Business:

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

- (a) The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement.
- (b) The Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through ballot paper.
- (c) The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again. The procedure and instructions for members for voting electronically are as under:

The voting period begins at 10.00 A.M. on 27th September, 2015 and ends at 5:00 P.M. on 29th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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

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

- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kartiknagi@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN
102646		

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

- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- IX. The Company has appointed Mr. Nagendrasundram Gajjala, Practicing Chartered Accountant, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company. Results will be uploaded on the Company's website as well as intimated to the Stock Exchange. (BSE).
- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL <http://www.evoting.nsdl.com> and the Company's website www.healthyinvestments.co.in within three (3) days of the passing of the resolutions at the AGM of the Company to be held on 30th September, 2015 and communicated to the Stock Exchange where the shares of the Company are listed.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com, under help section or write an email to **evoting@nsdl.co.in**
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com, under help section or write an email to **evoting@nsdl.co.in**

Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

Item No: 4

With the introduction of Companies Act, 2013 which has been notified and became effective, all listed public limited companies, limited by shares need to adopt Table `F' in place of Table 'A' of erstwhile Companies Act, 1956.

To comply with the above provisions, it is proposed to adopt Table `F' as the Articles of Association of the Company. The shareholders approval is required to adopt Table `F' and authorize the Board of Directors to give effect to this and amend the Articles of Association of the Company accordingly.

Your Directors recommended the resolution for approval. None of the Directors and Key Managerial Personnel of the Company are interested in the resolution.

ANNEXURE

Details of Director seeking re-appointment at the Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Smt C. Shantha Prasad
Date of Birth	09/12/1953
Date of Appointment	15/03/1999
Qualifications	Master of Science
Expertise in specific functional areas	-
Other Companies in which a Director	Unijolly Investments Company Limited Kanuri Invest & Exim Private Limited
Chairman / Member of Committees of other Companies, in which a Member	-
Number of Shares held in the Company	7900 Shares

DIRECTORS' REPORT

To
The Shareholders

Your Directors present the 33rd Annual Report together with the audited statement of accounts for the year ended 31st March 2015.

1. Financial Results:

PARTICULARS	2014-15 (INR)	2013-14 (INR)
Profit before depreciation	35,76,818	10,96,174
Less : Depreciation	2,817	10,464
Profit before taxes	35,74,001	10,85,710
Less : Provision for current taxation	4,35,000	80,000
Add : Provision for deferred taxation	6,543	(136)
MAT credit entitlement	4,33,126	70,535
Profit available for appropriation	35,70,084	10,76,381
Reserve fund	2,00,000	2,00,000
	33,70,084	8,76,381
Surplus brought forward from last year	2,68,85,464	2,60,09,083
Surplus carried to balance sheet	3,02,55,547	2,68,85,464

2. State Of Company's Affairs:

During the fiscal year ended 31st March, 2015, through our business, we generated Rs. 35.36 lacks of revenue from operations excluding other income. The Profit after Tax for the current year is Rs. 35.70 lacks as against Rs. 10.76 lacks in the previous year. Your Directors are constantly endeavoring to enhance the profitability of the Company.

3. Dividend:

Your Directors do not recommend any dividend during the year, in order to conserve resources.

4. Reserves:

The Company Proposes to transfer Rs.2 Lacks to reserve fund out of current year's profits.

5. Details Of Internal Financial Controls With Reference To The Financial Statements:

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

1. Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable.
2. These are in accordance with generally accepted accounting principles in India. Your Company, in preparing its financial statements makes judgments and estimates based

on sound policies and uses external agencies to verify/validate them as and when appropriate.

3. The Management periodically reviews the financial performance of your Company against the approved plans across various parameters and takes necessary action, wherever necessary.

6. Directors And Key Managerial Personnel:

Appointments:

During the Financial Year 2014-15, Mr. Prasad Reddy Kasu and Mr. Kameswara Sharma Chavali were appointed as Non-Executive Independent Directors by the shareholders at the 32nd Annual General Meeting held on 30th September, 2014.

Retirements:

Smt C. Shantha Prasad, Director of the Company, retires by rotation and being eligible, offer herself for reappointment.

Your Directors recommend her appointment on the Board.

Key Managerial Personnel:

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

Annual Evaluation of Board's Performance:

In terms of the provisions of Section 134 of the Companies Act, 2013, the Board of Directors have evaluated the effectiveness of the Board/Director(s) for the Financial Year 2014-15.

7. Number of Board Meetings Held:

The details of the number of Board and Audit Committee meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

8. Declaration of Independence

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Clause 49 of the Listing Agreement.

9. Public Deposits:

During the financial year 2014-15, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

10. Auditors:

Statutory Auditors:

The Statutory Auditors, M/s. C K S Associates, Chartered Accountants, (Peer Review Certificate No: 006803) Hyderabad, were appointed for a period of 5 years at the 32nd Annual General Meeting of the Company to hold office till the conclusion of the 38th Annual General Meeting subject to ratification by the members at every Annual General Meeting. They have

confirmed their eligibility and willingness to accept the appointment, if ratified by the General Body.

Secretarial Auditor:

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

11. Audit Observations:

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

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

12. Extract Of Annual Return:

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2015 is set out as Annexure -B and forms part of this report.

13. Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo:

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

14. Corporate Social Responsibility:

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

15. 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.

16. 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.

17. Related Party Transactions:

During the Financial Year 2014-15, your Company has not entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules.

During the financial year 2014-15, there were no transactions with related parties which qualify as material transactions under the Listing Agreement.

18. Corporate Governance Report:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. Certificate from the Statutory Auditors of the Company M/s. C K S Associates, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is included as a part of this report. A report on the Corporate Governance is enclosed as **Annexure – C** to this Report and forms a part of the Report.

19. Listing With Stock Exchanges:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-16 to The Bombay Stock Exchange Limited, where the Company's Shares are listed.

20. Remuneration Ratio Of the Directors / Key Managerial Personnel / Employees:

The Company has not paid remuneration to Directors and the Company does not have employees receiving salary exceeding the limit as specified in under Section 197 read with

Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975.

21. Management Discussion and Analysis Report:

As required under Clause 49 of the Listing Agreement with the Stock Exchange, the Management Discussion and Analysis Report is enclosed as Annexure – D and is a part of this report.

22. Risk Management:

The company has been addressing various risks impacting the company and the policy of the company on risk management is provided elsewhere in this annual report.

23. Dematerialization of Shares:

95.43% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2015 and balance **4.57%** is in physical form. The Company's Registrars are at the registered office of the Company at 805, 8th Floor, Makers Chambers V, Nariman Point, Mumbai -400 021

24. 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 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 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 profit of the company for the same period;
- 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) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

25. Particulars Of Loans, Guarantees Or Investments:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

26. Remuneration Policy:

As the Directors/Key Managerial Personnel are not drawing any remuneration from the Company, the Committee is not formed. But, as and when required committee shall be

constituted in the name and style of “Nomination and Remuneration Committee” of the Board.

26. 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.

FOR & ON BEHALF OF THE BOARD

Place: Hyderabad
Dated: 30th May, 2015

Murali Kanuri
Director
00897402

Shantha Prasad Challa
Director
00962582

ANNEXURE “A” TO THE BOARD’S REPORT**Form No.MR.3****Secretarial Audit Report**

(For the financial year ended 31st March, 2015)

[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, 2015, 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, 2015 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, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employees stock Option Scheme and Employee stock purchase Scheme) Guidelines, 1999;
 - 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, 1998;

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 issued by The Institute of Company Secretaries of India. (**Not applicable to the Company as they were not notified during the year under review**)
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

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

- 1. The Company has not constituted Nomination and Remuneration Committee as required under sub-section 1 of Section 178 of the Companies Act, 2013 and Clause 49 (IV) (A) of the Listing Agreement.**
- 2. The Company has no Key Managerial Personnel on its Board as required under sub-section 1 of Section 203 of the Companies Act, 2013 read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

- 3. Petition is being made by the company with regard to filing of resolutions pursuant to the provisions of sub-section 3 of Section 179 of the Companies Act, 2013 and Rule 8 of The Companies (Meetings of Board and its Power) Rules, 2014 read with Rule 24 of The Companies (Management and Administration) Rules, 2014, and not filed due to inadvertence.**

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. 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.

Place : Hyderabad

Date : 30th May, 2015

*Ch. B. Ranga Babu
Practicing Company Secretary
M. No. 5130
C. P. No. 3787*

ANNEXURE A

To,
The Members,
Healthy Investments Limited.

Our report of event 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.

Place : Hyderabad

Date : 30th May, 2015

*Ch. B. Ranga Babu
Practicing Company Secretary
M. No. 5130
C. P. No. 3787*

ANNEXURE “B” TO THE BOARD’S REPORT**EXTRACT OF ANNUAL RETURN – MGT 9**

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65990MH1981PLC025678
2.	Registration Date	21-11-1981
3.	Name of the Company	Healthy Investments Limited
4.	Category/Sub-category of the Company	Company having Share Capital
5.	Address of the Registered office & contact details	Healthy Investments Limited, 805, 8 th Floor, Makers Chambers V, Nariman Point, Mumbai -400 021 Ph. No: 040-65544987
6.	Whether listed company	Yes(BSE)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Venture Capital and Corporate Investments Private Limited (VCCIPL) No.12-10-167, Bharat Nagar, Moosapet, Hyderabad – 500018. Telephone No.040-23818475,23818476

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading in Equity/Commodities derivatives	64990	70%
2	Gain / (Loss) from Investments in Equity Shares and dividend income	64990	30%

III. PARTICULARS OF HOLDING, SUDSIDIARY & ASSOCIATE COMPANIES:

SN	Name and Address of the Company	CLN/GLN	HOLDING/	% OF SHARES	APPLICABLE SECTION
1	NIL				

Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - DR									
Sub-total (B)(2):-	20650	-	20650	8.43	20650	-	20650	8.43	NIL
Total Public Shareholding (B)=(B)(1)+ (B)(2)	20650	-	20650	8.43	20650	-	20650	8.43	NIL
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	233800	11200	245000	100	233800	11200	245000	100	NIL

B) Shareholding of Promoter-

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	KANURI INVEST & EXIM PRIVATE LIMITED.	30050	12.27	0	30050	12.27	0	NIL
2	SHANTHA PRASAD CHALLA on account of Lakshmi Rentals	30000	12.24	0	30000	12.24	0	NIL
3	KANURI FAMILY TRUST	25550	10.43	0	25550	10.43	0	NIL
4	MANOHAR PRASAD KANURI	20650	8.43	0	20650	8.43	0	NIL
5	K.HARISHCH ANDRA PRASAD	20650	8.43	0	20650	8.43	0	NIL

6	K RAMA KRISHNA PRASAD	20650	8.43	0	20650	8.43	0	NIL
7	KANURI JAGADISH PRASAD	20650	8.43	0	20650	8.43	0	NIL
8	SHANTHA PRASAD CHALLA	7900	3.22	0	7900	3.22	0	NIL
9	KANURI PRABHAVAT HI	7550	3.08	0	7550	3.08	0	NIL

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No changes in Promoters shareholding during the year			
	At the end of the year				

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	G Sarada				
	At the beginning of the year	10000	4.08	10000	4.08
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment	-	-	-	-

	/transfer / bonus/ sweat equity etc.):				
	At the end of the year	10000	4.08	10000	4.08
2	G Tanuja				
	At the beginning of the year	10000	4.08	10000	4.08
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	10000	4.08	10000	4.08
3	Gokaraju Subba Raju				
	At the beginning of the year	10000	4.08	10000	4.08
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	10000	4.08	10000	4.08
4	V Rajani Rao				
	At the beginning of the year	10000	4.08	10000	4.08
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	10000	4.08	10000	4.08
5	Roopa Bhushan				
	At the beginning of the year	10000	4.08	10000	4.08
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	10000	4.08	10000	4.08

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	C. Shantha Prasad	7900	3.22	7900	3.22
2	K. Harishchandra Prasad	20650	8.43	20650	8.43

F) INDEBTEDNESS – There is no Indebtedness of the Company including interest outstanding/accrued but not due for payment.

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager	No Remuneration is being paid to the Directors for the Financial Year 2014-15.
B. Remuneration to other directors	
C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD	

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

ANNEXURE C TO THE BOARD'S REPORT
REPORT ON CORPORATE GOVERNANCE

1) Company's Philosophy:

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies, practices are required periodically to ensure its effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally.

2) Board of Directors:

The Board of the Company comprises Five Directors that includes one Women Director.

i. Number of Board Meetings held, dates on which held :

The Board of Directors duly met 4 times during the financial year from 1st April, 2014 to 31st March, 2015. The dates on which the meetings were held are as follows:

30th May 2014, 31st July, 2014, 31st October, 2014 and 31st January, 2015.

ii. Attendance of each Director at the Board Meetings and the last AGM held on 30.09.2014:

Name Of The Director	No: Of Board Meeting Attended	Last AGM Attendance(YES/NO)
C. Shantha Prasad	4	YES
Harishchandra Prasad Kanuri	4	YES
Murali D. Kanuri	4	YES
C.Kameswara Sharma	2	-
Dr. K.P.Reddy	2	-

iii. Particulars of Directorships of other Companies**OTHER DIRECTORSHIPS**

Name Of the Director	Name Of the Company	Position
C. Shanta Prasad	1)Unijolly Investments Company Limited 2) Kanuri Invest & Exim Private Limited	Director
Harishchandra Prasad Kanuri	1) Lakshmi Finance & Industrial Corporation Limited 2)BN Rathi Securities Limited 3)Keerthi Industries Limited 4) KLN Holdings Private Limited 5) L Pack Polymers Limited 6) Techtron Ophthalmic Private Limited 7) Techtron Polyenseses Limited 8) Andhra Printers Limited 9) Suryajyoti Spinning Mills Limited. 10) Greenpark Hotels and Resorts Limited 11) Kapil Motors Private Limited	Director
Murali D. Kanuri	1)Unijolly Investments Company Limited 2) Kanuri Invest & Exim Private Limited	Director

C. Kameswara Sharma	Unijolly Investments Company Limited	Director
Dr. K. P. Reddy	1)Maxivision Lasik Centre Private Limited 2)Maxivision Medical Services India Private Limited 3) Maxivision Health Care Private Limited 4) Nchant 3D Private Limited 5) 3Koll Concrete Solutions Private Limited 6)Unijolly Investments Company Limited.	Director Director Director Director Director Director

iv. No. of other Board Committees they are Members / Chairman:

Audit Committee

Name of the Director	Position
Kameswara Sharma Chavali	Chairman
K.P.Reddy	Member
Murali D Kanuri	Member

3) Independent Directors:

The Company has complied with the definition of Independence as per Clause 49 of the Listing Agreement and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

4) Audit Committee:

Terms of reference:

The Audit Committee reviews the audit reports submitted by the Internal Auditors and 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 Clause 49 of the Listing Agreement.

ii) Composition:

The Audit Committee of the Company consists of the optimum combination of members.

The Chairman of the Audit Committee is financially literate and all the Committee members have accounting or related financial Management experience.

A Representative of the Statutory Auditors is a permanent invitee.

iii) No. of Meetings held during the year:

During the year the Committee had 4 Meetings i.e. on 30th May 2014, 31st July, 2014, 31st October, 2014 and 31st January, 2015.

iv) **Composition, Name of Members and attendance** during the year:

The Audit Committee constitution before AGM:

Name of the Director	Position
Shantha Prasad Challa	Chairperson
Murali D. Kanuri	Member
Harishchandra Prasad Kanuri	Member

The Audit Committee was reconstituted after AGM with inclusion of 2 independent directors viz. Mr. C. Kameswara Sharma and Mr. K.P. Reddy.

The present constitution is:

Name of the Director	Position
C. Kameswara Sharma	Chairman
K.P. Reddy	Member
Murali D. Kanuri	Member

Name of the Director	Position	No: of Meetings held and attended:			
		30/05/2014	31/07/2014	31/10/2014	31/01/2015
C. Kameswara Sharma	Chairman	-	-	Yes	Yes
Dr. K.P. Reddy	Member	-	-	Yes	Yes
Murali D Kanuri	Member	Yes	Yes	Yes	Yes
Shantha Prasad Challa	Member	Yes	Yes	-	-
Harishchandra Prasad Kanuri	Member	Yes	Yes	-	-

5) **Nomination and Remuneration Committee:**

As the Directors are not drawing any remuneration from the company, Nomination and remuneration committee is not formed.

6) **General Body Meetings :**

Location and time for the last three AGMs:

Year	Date	Venue	Time	Special Resolution
2011-12	30.09.2012	805, 8 th Floor, Makers Chambers V, Nariman Point, Mumbai-400 021	11.00 AM	NIL
2012-13	30.09.2013	805, 8 th Floor, Makers Chambers V, Nariman Point, Mumbai-400 021	11.00 AM	NIL
2013-14	30.09.2014	805, 8 th Floor, Makers Chambers V, Nariman Point, Mumbai-400 021	11.00 AM	Appointment of Independent Directors

7) Means of Communication:

Quarterly, Half-yearly and Annual Financial Results of the Company are communicated to the Stock Exchanges immediately after the same are considered by the Board and are published in Financial Express and Navshakti, Mumbai Editions. The results and official news releases of the Company are also made available on the Company's website i.e. www.healthyinvestments.co.in.

8) SEBI Complaints Redressal System (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

9) General Shareholder's Information:-

AGM date, time and venue :	Wednesday,30 th September 2015,At 11.00 AM Healthy Investments Limited, 805, 8 th Floor, Makers Chambers V, Nariman Point, Mumbai-400 021
Financial Year :	2014-15
Book Closure Date :	24/09/2015 to 29/09/2015 (both days inclusive)
Listing on Stock Exchanges :	Bombay Stock Exchange
Stock Code :	503689
ISIN :	INE 160N01017

The Company has paid listing fees for the year 2015-16 to the above stock exchange.

10) Market Price Data:

Monthly High and Low quotations along with the volume of shares traded at Bombay Stock Exchange Limited during the financial year 2014-15:
No trading took place in the stock during 2014-15

11) Registrar and Transfer Agents :

M/s Venture Capital and Corporate Investments Private Limited (VCCIPL),
No.12-10-167, Bharat Nagar, Moosapet,
Hyderabad – 500018.
Telephone No.040-23818475, 23818476

12) Share Transfer System:

Share Transfers are handled by the Registrar and Transfer agents, M/s Venture Capital and Corporate Investments Private Limited.

13) Shareholding Pattern as on 31st March, 2015:

Category	No: of Share Holders	NO: OF SHARES HELD	% OF SHARE HOLDING
PROMOTERS (including Body Corporate)	9	183650	74.96
INDIVIDUALS	182	61350	25.04
TOTAL	191	245000	100

14) Code of Conduct:

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of sub-clause (II) E of Clause 49 of the Listing Agreement with stock exchanges, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the financial year ended March 31, 2015.

15) Risk Management:

The company has been addressing various risks impacting the company and the policy of the company on risk management is provided elsewhere in this annual report.

16) Prevention of Insider Trading:

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992, the company has instituted a code of conduct for prohibition of insider trading in the company's shares.

17) Corporate Identity Number (CIN):

Corporate Identity Number (CIN) of the company, allotted by the Ministry of Corporate Affairs, Government of India is L65990MH1981PLC025678

18) CEO / CFO Certification:

As required by Clause 49 of the Listing Agreement, the CEO / CFO Certification is provided in the Annual Report.

19) Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a meeting of the Independent Directors of the Company will be held during the Financial year 2015-16, as the criteria for independent directors was fulfilled in Last AGM.

20) Evaluation of Board Effectiveness

In terms of provisions of the Companies Act, 2013 read with Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2015. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

FOR & ON BEHALF OF THE BOARD

***Place: Hyderabad
Dated: 30th May, 2015***

***Murali Kanuri
Director
00897402***

***Shantha Prasad Challa
Director
00962582***

**ANNEXURE TO REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL
YEAR ENDED 31ST MARCH, 2015**

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2015.

Place: Hyderabad
Date: 30th May, 2015

Murali Kanuri
Director and CEO

CERTIFICATE ON COMPLIANCE WITH THE CONDITION OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT.

To
The Members,
HEALTHY INVESTMENTS LIMITED,
Mumbai.

We have examined the compliance of conditions of Corporate Governance by M/s HEALTHY INVESTMENTS LIMITED (“the Company”) for the year ended on March 31, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned listing agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

Place: Hyderabad
Date: 30th May, 2015

For C K S ASSOCIATES
Chartered Accountants
FRN 007390S

C. KRISHNA BABU
Partner
M.No.019827

CHIEF EXECUTIVE OFFICER /CHIEF FINANCIAL OFFICER CERTIFICATION

The undersigned hereby certify the following under Clause 49 of Listing Agreement which forms part of the report on Corporate Governance.

- a. We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
 - I. These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
 - II. These statements together present a true and fair view of the Company and are in compliance with existing accounting standards and/or applicable laws/regulations.
- b. We state to the best of our knowledge and belief, no transactions are entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the Company; and have also disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, and what we have done or propose to do to rectify these;
- d. We have also disclosed to the auditors as well as the Audit committee:
 - I. Significant changes in accounting policies during the year;
 - II. Significant changes in accounting policies during the year have been disclosed in the notes to the financial statements; and
 - III. Instances of significant fraud of which we have become aware and the involvement therein, by any of the management or an employee having a significant role in the Company's control system over financial reporting.

Murali Kanuri
Chief Executive Officer and Chief Financial Officer

Place: Hyderabad
Date: 30th May, 2015

ANNEXURE “D” TO THE BOARD’S REPORT**MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT****a) Structure and Developments, Opportunities and Threats, Performance, outlook, Risks and Concerns:**

The Company achieved a Revenue from operations of 35.36 Lacks during the current year. Your Directors are constantly endeavoring to enhance the profitability of the Company.

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.

HEALTHY INVESTMENTS LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of HEALTHY INVESTMENTS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **HEALTHY INVESTMENTS LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

HEALTHY INVESTMENTS LIMITED

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

Basis for qualified opinion

The Company has not obtained Certificate of Registration from Reserve Bank of India or its consent, in accordance with the provisions of Section 45 IA of the Reserve Bank of India Act, 1934, for carrying on the business of dealing in investment in shares and other securities.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the effect of the matter described in the Basis for Qualified Opinion Paragraph*, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the

HEALTHY INVESTMENTS LIMITED

information and explanations given to us, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 issued by the Reserve Bank of India, we give in the Annexure – 2, a statement on the matters specified in paragraphs 3 and 4 of the said Directions.
3. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. In our opinion, the matter described in the Basis for Qualified Opinion paragraph above, may have an adverse effect on the functioning of the Company in accordance with the provisions of RBI Act, 1934, and the Rules made thereunder.
 - f. On the basis of written representations received from the Directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. In our opinion and as per the information and explanations provides to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and

HEALTHY INVESTMENTS LIMITED

- iii. The Company has no amounts required to be transferred, to the Investor Education and Protection Fund during the year under audit.

*For C K S ASSOCIATES
Chartered Accountants
(F.R.No. 007390S)*

*HYDERABAD
May 30, 2015*

*C. KRISHNA BABU
Partner
M.No. 019827*

HEALTHY INVESTMENTS LIMITED

ANNEXURE – 1 TO THE INDEPENDENT AUDITORS' REPORT:

(Referred to in Paragraph 1 under section 'Report on Other Legal and Regulatory Requirements' of our report of even date)

- 1.1. The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2. All the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
2. The Company is an investment company, primarily dealing in shares/securities. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
3. As informed to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the sub-clauses (a) and (b) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. As per the information and explanations given to us, maintenance of Cost Records has not been specified by the Central Government, under section 148 of the Companies Act, 2013.
- 7.1 According to the information and explanations given to us, the Company the Company is generally regular in depositing undisputed statutory dues during the year, wherever applicable, including income tax, wealth tax, service tax, excise duty, cess with the appropriate authorities. According to the information and explanations given to us, no undisputed amount is payable in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess and other Statutory dues which have remained

HEALTHY INVESTMENTS LIMITED

outstanding as at March 31, 2015 for a period of more than six months from the date they became payable.

- 7.2 According to the information and explanations given to us, there are no dues of income tax, wealth tax, service tax, sales tax, excise duty or other statutory dues which have not been deposited on account of any dispute.
- 7.3 In our opinion and according to the information and explanations given to us, there are no dues that are required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
8. The Company has no accumulated losses at the end of the financial year under audit. The company has not incurred cash losses during the financial year covered by audit and in the immediately preceding financial year.
9. The Company has no outstanding dues to any financial institution or bank during the year.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. According to the information and explanations given to us, no term loans were obtained during the year under audit.
12. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year of our audit.

*For C K S ASSOCIATES
Chartered Accountants
(F.R.No. 007390S)*

*C. KRISHNA BABU
Partner
M.No. 019827*

*HYDERABAD
May 30, 2015*

HEALTHY INVESTMENTS LIMITED

ANNEXURE- 2 TO THE INDEPENDENT AUDITORS' REPORT:

(Referred to in Paragraph 2 under section 'Report on Other Legal and Regulatory Requirements' of our report of even date)

1. According to the information and explanations given to us, the Company, being engaged in the business of investment in shares and other securities, is an Investment Company and has not obtained a Certificate of Registration from the Reserve Bank of India, as required under Section 45-IA of the Reserve Bank of India Act, 1934.
2. According to the information and explanations given to us, the Company is not an Asset Finance Company in accordance with Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 read with Circular No. DNBS.PD. CC No. 85 / 03.02.089 /2006-07 dated December 6, 2006 for classification of NBFCs as Asset Finance Company issued by RBI with reference to the business carried on by it during the financial year under review.
3. According to the information and explanations given to us, the Company does not hold public deposits nor has it accepted the same during the year under review. Hence, the matters to be reported under sub-paragraph B are not applicable.
4. According to the information and explanations given to us, the Board of Directors have passed a resolution for non-acceptance of public deposits.
5. According to the information and explanations furnished to us, the Company has not accepted any deposits from the public during the year under report.
6. According to the information and explanations given to us, the Company has not advanced any loans and hence the compliance with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts in accordance with Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, does not arise.
7. According to the information and explanations provided to us, the company is not a Systemically Important Non-Deposit taking NBFC as defined in paragraph 2(1)(xix) of the Non-Banking (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

HEALTHY INVESTMENTS LIMITED

8. According to the information and explanations given to us, the Company has not obtained a specific advice from the Reserve Bank of India that it is not required to hold Certificate of Registration which would be subject to the conditions stipulated by RBI. Hence, comment on compliance with such conditions does not arise.

*For C K S ASSOCIATES
Chartered Accountants
(F.R.No. 007390S)*

*HYDERABAD
May 30, 2015*

*C. KRISHNA BABU
Partner
M.No. 019827*

BALANCE SHEET AS AT MARCH 31, 2015

	Note No.	31/03/2015 ₹	31/03/2014 ₹
I. EQUITY AND LIABILITIES			
1. SHAREHOLDERS' FUNDS			
a. Share Capital	1	2,450,000	2,450,000
b. Reserves and Surplus	2	36,887,047	33,316,964
		39,337,047	35,766,964
2. CURRENT LIABILITIES			
a. Trade Payables	3	37,472	822,232
b. Other Current Liabilities	4	7,798	7,798
c. Short Term Provisions	5	435,000	80,000
		480,270	910,030
TOTAL		39,817,317	36,676,993
II. ASSETS			
1. NON-CURRENT ASSETS			
a. Fixed Assets			
- Tangible Assets	6	19,193	22,010
b. Non-Current Investments	7	38,791,367	36,488,022
c. Deferred Taxes Assets (Net)	8	-	6,543
d. Long Term Loans and Advances	9	555,644	122,518
		39,366,204	36,639,093
2. CURRENT ASSETS			
a. Cash and Cash Equivalents	10	36,113	37,440
b. Short Term Loans and Advances	11	415,000	460
		451,113	37,900
TOTAL		39,817,317	36,676,993

Refer to Accompanying Notes to Financial Statements

For C K S ASSOCIATES
Chartered Accountants
FRN 007390S

For and on behalf of the Board of Directors

C. KRISHNA BABU
Partner
M.No. 019827

MURALI D KANURI
Director

C SHANTHA PRASAD
Director

Hyderabad
May 30, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

	Note No.	31/03/2015 ₹	31/03/2014 ₹
REVENUE			
1. Revenue from Operations	12	3,536,594	1,253,686
2. Other Income	13	1,485,106	2,089,009
3. Total Revenue		5,021,700	3,342,695
EXPENSES			
a. Loss on derivative transactions		858,702	1,806,426
b. Employee Benefit Expense	14	120,000	120,000
c. Depreciation	6	2,817	10,464
d. Other Expenses	15	466,180	320,095
4. Total Expenses		1,447,699	2,256,985
5. Profit Before Tax		3,574,001	1,085,710
6. Tax Expense			
a. Current Tax		435,000	80,000
Less: MAT Credit Entitlement		433,126	70,535
Net Current Tax		1,874	9,465
b. Tax Pertaining to Earlier Years		(4,500)	
c. Deferred Tax		6,543	(136)
		3,917	9,329
7. NET PROFIT FOR THE PERIOD AFTER TAXES		3,570,084	1,076,381
8. Earnings Per Share			
Face Value ₹ 10/- per share			
Basic and Diluted		14.57	4.39

Refer to accompanying Notes to Financial Statements

For C K S ASSOCIATES
Chartered Accountants
FRN 007390S

For and on behalf of the Board of Directors

C. KRISHNA BABU
Partner
M.No. 019827

MURALI D KANURI
Director

C SHANTHA PRASAD
Director

Hyderabad
May 30, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	31/03/2015	31/03/2014
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Profit / (Loss) before tax and extraordinary items	3,574,001	1,085,710
Adjustments for :		
Depreciation	2,818	10,464
Profit on sale of shares and Units	(184,135)	(1,198,650)
Dividend income	(1,300,972)	(890,359)
Interest received		
Amount written off	-	7,361
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,091,713	(985,474)
(Increase) / Decrease in Loans & advances	(847,666)	1,161,117
(Increase) / Decrease in Sundry debtors		
Increase / (Decrease) in sundry creditors	(784,760)	809,650
Increase / (Decrease) in Other Current Liabilities	-	-
Increase/(Decrease) in Short term Provisions	355,000	-
	(1,277,426)	1,970,767
CASH GENERATED FROM OPERATIONS	814,287	985,293
Income Tax	-2,626	9,329
CASH FLOW BEFORE EXTRA-ORDINARY ITEMS	816,913	975,964
NET CASH FROM OPERATING ACTIVITIES (A)	816,913	975,964
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of shares	(5,816,497)	(9,182,677)
Purchase of mutual funds	(11,899,523)	(9,260,000)
Purchase of fixed asset		-
Interest received		-
Dividend received	1,300,972	890,359
Sale of fixed assets		-
Sale of shares	2,172,247	5,327,494
Sale of mutual fund	13,424,564	11,265,000
NET CASH FROM INVESTING ACTIVITIES (B)	(818,238)	(959,824)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issuance of share capital	-	-
Proceeds from long term borrowings	-	-
Repayment from long term borrowings	-	-
Interest paid	-	-
Dividend paid	-	-
NET CASH USED IN FINANCE ACTIVITIES (C)	-	-
D. NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (D=A+B+C)	(1,325)	16,140
E. CASH AND CASH EQUIVALANTS AT BEGINNING OF PERIOD	37,440	21,303
F. CASH AND CASH EQUIVALANTS AT END OF PERIOD (F=D+E)	36,113	37,440

For C K S ASSOCIATES
Chartered Accountants
FRN 007390S

For and on behalf of the Board of Directors

C. KRISHNA BABU
Partner
M.No. 019827

MURALI D KANURI
Director

C SHANTHA PRASAD
Director

Hyderabad
May 30, 2015

SIGNIFICANT ACCOUNTING POLICIES

a. Method of Preparation of accounts:

The financial statements have been prepared under the historical cost convention in accordance with the accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013, as adopted consistently by the Company. All income & expenditure having the material bearing on the financial statements are recognized on accrual basis.

b. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and a reported amount of revenues and expenses during the reporting period. Difference between the actual expenses and estimates is recognised in the period in which the results are known /materialised.

c. Fixed Assets:

Fixed assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price, including duties, legal fees, other non-refundable taxes or levies directly attributable cost of bringing the assets to its working condition.

d. Depreciation:

Depreciation is computed on useful life of the asset as prescribed in Part 'C' of Schedule II to the Companies Act, 2013.

e. Impairment of Asset:-

An assets is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

f. Revenue recognition:

Revenue/Incomes and Cost/Expenditure are generally accounted on accrual, as they are earned or incurred.

Sale/purchase of Mutual Fund units is recognised on transfer of ownership as per date of transaction.

Sale/purchase of Shares are recognised on date of transaction.

Dividend income is recognised on receipt basis.

g. *Borrowing Costs:*

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to revenue in the year they are incurred.

h. *Taxes on Income:*

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

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 realize such losses.

i. *Earnings Per Share*

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

j. *Investments:*

Investments are classified into Current and Long-term Investments. Current Investments are stated at lower of cost and fair value. Long-term Investments are stated at cost. Provision for diminution in the value of long-term Investments is made only if such a decline is other than temporary.

k. *Purchase/Sale of shares/securities:*

Purchases of shares/securities is accounted for inclusive of stamp, security transaction tax and transfer fees and booked on the date of contract.

l. *Provisions, Contingent Liabilities and Contingent Assets*

Provisions and Contingent Liability: 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 recognized nor disclosed in the financial statements.

m. Retirement benefits:

The laws relating to payment of Provident Fund, E.S.I.C. and Gratuity to employees are not applicable to the Company. 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.

1. SHARE CAPITAL

	31/03/2015 ₹	31/03/2014 ₹
Authorised Capital: 250,000 (2,50,000) equity shares of Rs.10 Par Value	2,500,000	2,500,000
	2,500,000	2,500,000
Issued,Subscribed and Paid-up Capital <i>At the beginning and at the close of the year</i> 245,000 (245,000) Equity shares of Rs. 10 Par Value fully paid up	2,450,000	2,450,000
	2,450,000	2,450,000

Disclosures:

- All the equity shares carry equal rights and obligations including for dividend and with respect to voting rights.
- Names of shareholders holding more than 5% of the Share capital and their shareholding.

S.No.	Name of shareholder	31/03/2015		31/03/2014	
		No. of Shares	% of holding	No. of Shares	% of holding
1.	Challa Santha Prasad on account of Lakshmi Rentals	30,000	12.24	30,000	12.24
2.	Kanuri Harishchandra Prasad	20,650	8.43	20,650	8.43
3.	Jagadish Prasad Kanuri	20,650	8.43	20,650	8.43
4.	Rama Krishna Prasad Kanuri	20,650	8.43	20,650	8.43
5.	Manohar Prasad Kanuri	20,650	8.43	20,650	8.43
6.	Kanuri Invest & Exim Private Limited	30,050	12.27	30,050	12.27
7.	Kanuri Family Trust	25,550	10.43	25,550	10.43

2. RESERVES AND SURPLUS

a. Surplus		
As per last Balance Sheet	26,885,463	26,009,082
Add : Profit for the year	3,570,084	1,076,381
Less:Appropriations		
Transfer to Reserve fund	200,000	200,000
Balance in Profit and loss account	30,255,547	26,885,463
b. Reserve fund		
As per last Balance Sheet	6,431,500	6,231,500
Add:Transfer during year	200,000	200,000
	6,631,500	6,431,500
Balance carried forward to next year	36,887,047	33,316,963

3. TRADE PAYABLE

Trade Payable	37,472	822,232
	37,472	822,232

Disclosures:

The Company has no dues to vendors constituting "Suppliers" within the meaning of Section 2 (n) of the Micro, Small and Medium Enterprises Development Act, 2006.

4. OTHER CURRENT LIABILITIES

Other Payable		
Other Liabilities	7,798	7,798
	7,798	7,798

5. SHORT TERM PROVISIONS

Provision for tax	435,000	80,000
	435,000	80,000

6. FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01/04/2014	Additions during the year	Deductions during the year	Total as on 31/3/2015	Upto 01/04/2014	For the year	Deductions	Total upto 31/3/2015	As at 31/3/2015	As at 31/3/2014
TANGIBLE ASSETS										
1. Vehicles	45,865	-	-	45,865	23,855.00	2,817	-	26,672	19,193	22,010
TOTAL	45,865	-	-	45,865	23,855	2,817	-	26,672	19,193	22,010
Previous Year Total	144,141		98,276	45,865	104,306	10,464	90,915	23,855	22,010	39,835

7. NON CURRENT INVESTMENTS

			31/03/2015	31/03/2014
			₹	₹
Trade Investments - At Cost:				
A. Quoted: At Cost in Equity Instruments				
	Qty	Face value		
Lakshmi Finance & Industrial Corporation Ltd	217,340 (217,340)	10	2,154,841	2,154,841
HBL Powers Systems Ltd.	197,263 (197,263)	1	3,856,159	3,856,159
Nelcast Ltd	1,115,745 (1,115,745)	2	19,677,942	19,677,942
Tube Investment Ltd	12,110 (12,110)	10	2,002,753	2,002,753
Amara Raja Batteries limited	15,500 (15,500)	1	5,990,661	5,990,661
Unijolly Investments Company Ltd	20,000 (20,000)	10	50,600	50,600
Cummins India Ltd	4,800 (Nil)	2	3,712,822	-
B. Unquoted: At Cost in Equity Instruments				
Andhara Printers Ltd.	501 (501)	100	24,299	24,299
C. Quoted: At Cost in Mutual Funds				
HSBC Income Fund Investment Plan Growth	55,765 (Nil)		1,321,290	-
HSBC Floating Rate Fund-Long term Growth	Nil (238,570)		0	2,730,767
			38,791,367	36,488,022

Disclosures:**Quoted Investments**

1. Aggregate value	38,767,068	36,463,723
2. Market value	74,854,615	36,598,685

Unquoted Investments

Aggregate value	24,299	24,299
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8. DEFERRED TAX ASSETS (NET)

Deferred Tax Assets	-	6,543
	-	6,543

9. LONG TERM LOANS & ADVANCES

<i>Unsecured, Considered Good:</i>		
Other loans and advances	51,983	51,983
MAT credit entitlement	503,661	70,535
	555,644	122,518

10. CASH AND CASH EQUIVALENTS

Balances with banks	24,394	32,440
Cash on hand	11,718	5,000
	36,113	37,440

11. SHORT TERM LOANS AND ADVANCES

	31/03/2015	31/03/2014
	₹	₹
<i>Unsecured, Considered Good:</i>		
Prepaid Taxes	415,000	-
Prepaid expenses	-	460
	415,000	460

12. OTHER OPERATING REVENUES

	31/03/2015 ₹	31/03/2014 ₹
Income from derivatives transactions	3,536,594	1,253,686
	3,536,594	1,253,686

13. OTHER INCOME

Dividend	1,300,972	890,359
Net gain/loss on sale of investment	184,135	1,198,650
	1,485,106	2,089,009

14. EMPLOYEE BENEFIT EXPENSES

Salaries	120,000	120,000
	120,000	120,000

15. OTHER EXPENSES

Auditors' remuneration	22,472	22,472
Rent, rates and taxes	68,024	60,000
Listing expenses	165,170	78,304
Printing and stationery expenses	6,042	3,750
Miscellaneous expenses	58,930	22,841
Share trading expenses	1,145	15,953
Repairs and maintenance	16,970	20,790
Motor car expenses	51,542	26,555
Postage and telephone expenses	14,267	3,958
Professional fees	61,618	65,472
	466,180	320,095

16. The company is a Non Small and Medium Sized Company (Non SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Non Small and Medium Sized Company.
17. The company has carried out a general review to assess 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 as such no provision for impairment is deemed required for the year.
18. No provision is required to be made in respect of deferred tax in accordance with Accounting Standard 22 on Accounting for Taxes on Income, as the deferred tax assets of the Company are more than the deferred tax liabilities. As a matter of prudence, the Company has not recognized the net excess of deferred tax assets over the deferred liabilities, in the books of account.
19. Earnings per share:

		2014-15	2013-14
Profit/(Loss) after taxes and exceptional items	₹	3,570,084	1,076,381
Number of shares for basic EPS		245,000	245,000
Weighted Average of Shares for diluted EPS		245,000	245,000
Nominal Value of Share	₹	10	10
Earnings/(Loss) Per Share – Basic and Diluted	₹	14.57	4.39

20. Segment Reporting:-
The Company is engaged primarily in the business of investments and accordingly there are no separate reportable segments as per Accounting Standard - AS - 17 'Segment Reporting' issued by ICAI.
21. Foreign Exchange:
Earnings in foreign currency: Rs NIL (Previous Year Rs. NIL)
Expenditure in foreign currency: Rs NIL (Previous Year Rs. NIL)
22. Related Party Disclosures:
Disclosures as required by the Accounting Standard 18 "Related Party Disclosures" are given below:
a) List of Related Parties:
- Associate Companies:
1. Unijolly Investments Company Ltd.
 2. Lakshmi Finance & Industrial Corporation Ltd.
- Key management personnel:
1. Sri Murali D. Kanuri
 2. Sri K. Harishchandra Prasad
 3. Smt. C. Shantha Prasad

b) Transactions with related parties:

₹

Nature of Transaction	Associate Company	2014-15	2013-14
Dividend Received	Lakshmi Finance & Industrial Corporation Ltd.	391,212	260,808

23. Additional information as prescribed in Schedule III to the Companies Act, 2013:

₹

	2014-15	2013-14
a. Payments to Statutory Auditors (Excluding Service tax)		
- As Auditors	20,000	20,000

24. Figures for the previous year have been regrouped, rearranged and reclassified wherever considered necessary to conform to the classification / presentation of the current year.

For C K S ASSOCIATES
Chartered Accountants
FRN 007390S

For and on behalf of the Board of Directors

C. KRISHNA BABU
Partner
M. No. 019827

MURALI D KANURI
Director

Hyderabad
May 30, 2015

C SHANTHA PRASAD
Director

HEALTHY INVESTMENTS LIMITED

CIN L65990MH1981PLC025678

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

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :	
Registered address :	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of _____ shares of the **HEALTHY INVESTMENTS LIMITED** hereby appoint

1. Name: _____
Address: _____
E mail ID: _____
Signature: _____, or failing him
2. Name: _____
Address: _____
E mail ID: _____
Signature: _____, or failing him
3. Name: _____
Address: _____
E mail ID: _____
Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual general meeting of the company, to be held on Wednesday, the 30th day of September, 2015 at 11:00 a.m. at Registered Office of the Company at 805, 8th Floor, Makers Chambers V, Nariman Point, Mumbai 400 021 and at any adjournment thereof in respect of the resolutions as are indicated below:

Resolution No	Resolution	Vote For	Vote Against
ORDINARY BUSINESS			
1.	Adoption of Balance Sheet of the Company as at 31 st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Smt C. Shantha Prasad, (DIN: 00962582) who retires by rotation and being eligible offers herself for re-appointment.		
3.	To appoint Auditors and to fix their remuneration		
SPECIAL BUSINESS			
1.	Approval and adoption of the altered Articles of Association in substitution of and to the entire exclusion of the existing Articles of Association of the Company		

Signed _____ this day of _____ 2015

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

HEALTHY INVESTMENTS LIMITED

CIN L65990MH1981PLC025678

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

ATTENDANCE SLIP

(To be presented at the entrance)

Name of the member attending _____

Member's Folio No/ Client ID : _____

No. Of shares held: _____

Name of Proxy _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Wednesday, the 30th day of September, 2015 at 11:00 a.m. at Registered Office of the Company at 805, 8th Floor, Makers Chambers V, Nariman Point, Mumbai 400 021.

Member's / Proxy's Signature

Note:

1. Members are requested to bring their copies of the Annual Report to the meeting for reference.
2. Only Member / proxyholder can attend the meeting.

BOOK POST (PRINTED MATTER)

To

Shri/Smt. _____

PIN

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If undelivered, please return to:

HEALTHY INVESTMENTS LIMITED

Registered Office:

805, 8th Floor, Maker Chamber V,

Nariman Point,

Mumbai – 400 021.