

**BOARD OF DIRECTORS**

Daud Ali, Managing Director
Narendra Bhanawat, Executive Director
Magan Lal Sharma, Director
Mukesh Kumar Kothari, Director (w.e.f. 25-01-2010)

COMMITTEE OF THE BOARD**AUDIT COMMITTEE**

Magan Lal Sharma - Chairman
Narendra Bhanawat
Mukesh Kumar Kothari

SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

Magan Lal Sharma - Chairman
Narendra Bhanawat
Mukesh Kumar Kothari

AUDITORS

Sampati Lal Bohara & Co.
Chartered Accountants

BANKERS

State Bank of Bikaner & Jaipur
Dena Bank

REGISTERED OFFICE & WORKS

Kodiyat Road,
Village : Sisarma
District : Udaipur (Raj.)

INVESTOR QUERIES

email:-pilkodi@sancharnet.in
email:-peacock_investor@rediffmail.com

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NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of PEACOCK INDUSTRIES LIMITED will be held at the registered office of the Company at Kodiyat Road, Village: Sisarma, District : Udaipur on Wednesday 21st day of July, 2010 at 10.00 AM to transact the following business :

ORDINARY

- (1) To receive, consider and adopt the audited accounts of the Company for the year ended on March 31, 2010 alongwith the Report of the Directors' and Auditors' thereon.
- (2) To appoint a director in place of Mr. Magan Lal Sharma who retires by rotation and being eligible, offers himself for re-appointment.
- (3) To appoint auditors and fix their remuneration.

SPECIAL

- (4) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED that pursuant to section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (hereinafter referred to as "the Act") (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Narendra Bhanawat whose term of office as a wholetime Director designated as Executive Director of the Company expires on 28-05-2010, be and is hereby re-appointed as a wholetime Director designated as Executive Director of the Company for a further period of two years with effect from 29-05-2010 to 28-05-2012 on the terms and conditions including remuneration as are set out in the Agreement to be entered into between the Company and Mr. Narendra Bhanawat, a draft whereof duly initialled by the Chairman of this meeting for the purpose of identification is submitted to this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board") to alter and vary the said terms of re-appointment and remuneration and/or Agreement in such manner as may be agreed to between the Board and Mr. Narendra Bhanawat but so that his remuneration shall not exceed the limits specified in Schedule XIII to the Act, (including any statutory modification or re-enactment thereof, for the time being in force) or any amendment and/or modifications that may hereafter from time to time be made thereto by the Central Government, without any further reference to the Company in general meeting.

"RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Narendra Bhanawat as a wholetime Director designated as Executive Director, the Company has no profits or its profits are inadequate, the salary and perquisites payable shall be as specified in the agreement referred to herein above".

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution".

- (5) To consider and, if thought fit, to pass, with or without modification (s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT Mr. Mukesh Kumar Kothari, who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 25-01-2010 and whose term expires at the Annual General meeting of the Company scheduled to be held on 21st day of July 2010, and for the appointment of whom the Company has received a notice under section 257 of the act from a member proposing the candidature for the office of a Director, be and is

hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement by rotation".

- (6) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED that pursuant to section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (hereinafter referred to as "the Act") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby approves the appointment of Mr. Daud Ali as a Managing Director of the Company for a period of Five years with effect from 01-04-2010 on the terms and conditions including remuneration as are set out in the Agreement to be entered into between the Company and Mr. Daud Ali, a draft whereof duly initialled by the Chairman of this meeting for the purpose of identification is submitted to this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board") to alter and vary the said terms of appointment and remuneration and/or Agreement in such manner as may be agreed to between the Board and Mr. Daud Ali but so that his remuneration shall not exceed the limits specified in Schedule XIII to the Act, (including any statutory modification or re-enactment thereof, for the time being in force) or any amendment and/or modifications that may hereafter from time to time be made thereto by the Central Government, without any further reference to the Company in general meeting.

"RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Daud Ali as Managing Director, the Company has no profits or its profits are inadequate, the salary and perquisites payable shall be as specified in the agreement referred to herein above".

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution".

Registered Office :
Kodiyat Road,
Village : Sisarma
Distt. : Udaipur
Dated : 26-05-2010

By Order of the Board of Directors
Sd/-
NARENDRA BHANAWAT
Executive Director

Note :

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- (2) The Register of Members and Share Transfer Books of the Company shall remain closed from 14.07.2010 to 21.07.2010 (both days inclusive).
- (3) The Securities and Exchange Board of India has mandated compulsory trading of the Company's equity shares in demat form with effect from 28.08.2000 for all the investors. The International Securities Identification number (ISIN) code is INE 600A01019.
- (4) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participants in securities market, 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.



(i) Re-appointment of Directors

Particulars of persons seeking re-appointment at the ensuing annual general meeting pursuant to clause 49 (IV) of the listing agreement is given below :-

Name	Mr.Magan Lal Sharma	Mr.Narendra Bhanawat	Mr. Daud Ali	Mr.Mukesh Kumar Kothari
Age	52 Years	43 Years	49 Years	40 Years
Qualification	B.com.	B.com.	B.com.	M.com.
Experience	Vast experience in manufacturing of plastic processing line and finance activities	Vast experience in manufacturing of plastic processing line and finance activities	Vast experience in manufacturing of plastic processing line and finance activities	Vast experience in finance and other tax matter activities
Director of the Company Since	May, 2006	February, 2002	May, 1992	January, 2010
Other Directorship	Nil	01	Nil	Nil
Shareholding	Nil	Nil	12520	Nil

Registered Office :

Kodiyat Road,

Village : Sisarma

Distt. : Udaipur

Dated : 26-05-2010

By Order of the Board of Directors

Sd/-

NARENDRA BHANAWAT

Executive Director

Explanatory statement pursuant to section 173(2) of the Companies Act,1956 in respect of Item No. 4, 5 and 6 set out above is annexed hereto.

Item No. 4

The present term of appointment of Mr. Narendra Bhanawat as Wholetime Director designated as Executive Director will expire on 28-05-2010. The Board of Directors of the Company feels that for the sake of continuity of the present management and for efficient running of the company the service of Mr. Narendra Bhanawat should be available to the company for a further period of two years with effect from 29-05-2010. In terms of the provisions of the articles of association of the company. The Board of Directors at a meeting held on 26-05-2010 re-appointed him as a Wholetime Director designated as Executive Director for a further period of two years with effect from 29-05-2010. The terms and conditions of the re-appointment of the Wholetime Director designated as Executive Director are embodied in the agreement to be made between the Company and the Wholetime Director designated as Executive Director, inter alia, contains the following terms and conditions :-

NAME AND DESIGNATION : Mr. Narendra Bhanawat
Wholetime Director designated as
Executive Director

PERIOD : 29-05-2010 to 28-05-2012

Remuneration : Rs. 3500/- per month in the Scale of 3000 to 6000 per month. The Annual increments which will be effective from 1st June every year will be decided by the Remuneration committee of the Company and will be merit based and take into account the Company's performance.

PERQUISITES :

(a) House rent allowance : Rs. 1000/- p.m.

Conveyance allowance : Rs. 1000/- p.m.

(b) Provident Fund as per rules

In the event of loss or absence or inadequacy of profits in any financial year of the Company, Mr.Narendra Bhanawat, Wholetime Director designated as Executive Director shall be paid the salary and perquisites as specified hereinabove as minimum remuneration.

The draft agreement between the Company and Mr.Narendra Bhanawat is available for inspection by the members of the Company upto the date of meeting at its registered office between 10.30 A.M. and 1.30 P.M. on any working day except Saturdays and holidays.

This may be treated as an abstract of the draft agreement between the Company and Mr. Narendra Bhanawat, pursuant to section 302 of the Companies Act,1956.

The proposed resolution is recommended for passing.

Mr. Narendra Bhanawat is deemed to be interested or concerned in the resolution which pertains to re-appointment and remuneration payable to him.

None of other Directors of the company is interested or concerned in the passing of the resolution.

Item No. 5

Mr. Mukesh Kumar Kothari was appointed by the Board of Directors of the Company with effect from 25-01-2010 as an Additional Director in terms of section 260 of the Companies Act,1956 and as per Articles of Association of the Company. he holds office as a Director only upto the date of Annual General Meeting and is eligible for re-appointment. As required under section 257 of the Companies Act,1956, a notice in writing (alongwith a deposit of Rs.500/-) has been received from a member signifying his intention to propose Mr. Mukesh Kumar Kothari as a Director of the Company at this Annual General Meeting.

Mr. Mukesh Kumar Kothari is a young and dynamic person having 20 years of experience in finance and other tax matter activities and his appointment will help the Company in attaining its target. In this regard the Directors recommended the resolution for your approval.

None of the Directors except Mr. Mukesh Kumar Kothari is concerned or interested in the resolution.

Item No. 6

The Board of Directors of the Company at their meeting held on 26-05-2010 approved the appointment of Mr. Daud Ali as Managing Director of the Company for a period of five years with effect from 01-04-2010, subject to the approval of the Shareholders at the general meeting. The proposed remuneration is within the limits of the Schedule XIII as amended to the Companies Act,1956 and the remuneration has been approved by the Remuneration Committee of the Company. The terms and conditions of the appointment of the Managing Director are embodied in the Agreement to be made between the Company and the Managing Director, inter alia, contains the following terms and conditions :-

NAME AND DESIGNATION : Mr. Daud Ali
Managing Director

PERIOD : 01-04-2010 to 31-03-2015



Remuneration :

1. Salary : Rs.74000/- per month.
2. Perquisites :

Part - A

- (i) Gratuity not exceeding half month's salary for each completed year of service.
- (ii) Contribution to the Provident Fund, Superannuation Fund or Annuity funds will not be included in the computation of the ceiling on perquisites to the extent these ethics or put together are not taxable under the Income Tax Act, 1961.

Part - B

Provision of Car for use on the Company's business and telephone at the residence will not be considered perquisites. Personal long distance call and use of car for private purpose shall be billed by the Company to Managing Director.

In the event of loss or absence or inadequacy of profits in any financial year of the Company, Mr. Daud Ali, Managing Director shall be paid the salary and perquisites as specified hereinabove as minimum remuneration.

The proposed remuneration is within the limits of the schedule XIII as amended, to the Companies Act, 1956

The draft agreement between the Company and Mr. Daud Ali is available for inspection by the members of the Company upto the date of meeting at its registered office between 10.30 A.M. and 1.30 P.M. on any working day except Saturdays and holidays.

This may be treated as an abstract of the draft agreement between the Company and Mr. Daud Ali, pursuant to section 302 of the Companies Act, 1956.

Mr. Daud Ali will not be retired by rotation

The proposed resolution is recommended for passing.

Mr. Daud Ali is deemed to be interested or concerned in the resolution which pertains to appointment and remuneration payable to him.

None of other Directors of the Company is interested or concerned in passing of the resolution.

Registered Office :

Kodiyat Road,

Village : Sisarma

Distt. : Udaipur

Dated : 26-05-2010

By Order of the Board of Directors

Sd/-

NARENDRA BHANAWAT

Executive Director

