

PEOPLES INVESTMENTS LIMITED

(CIN: L67120MH1976PLC018836)

43rd ANNUAL REPORT

(Financial Year 2018-19)

DIRECTORS : **SHRI SHANTILAL POKHARNA**
: **SHRI R. A. PRABHUDESAI**
: **SHRI R. NARAYANAN**
: **SHRI JITENDER AGARWAL**
: **SMT. SUMA G. NAIR**

**CHIEF FINANCIAL OFFICER
& COMPANY SECRETARY** : **SHRI SURYAKANT LAXMAN KHARE**

MANAGER : **SHRI RAJENDRA KUMAR SHARMA**

BANKERS : **BANK OF INDIA**

AUDITORS : **V.B. DALAL & CO.**
CHARTERED ACCOUNTANTS

REGISTERED OFFICE : **NEW HIND HOUSE**
3, NAROTTAM MORARJEE MARG
BALLARD ESTATE
MUMBAI – 400 001

E-mail: peoplesinvestments@rediffmail.com
Website: www.pplsinvestments.com
Ph.: 022-22686000
Fax: 022-22620052

**REGISTRAR & SHARE
TRANSFER AGENT** : **LINK INTIME INDIA PRIVATE LIMITED**
C 101, 247 PARK, L.B.S. MARG
VIKHROLI (WEST)
MUMBAI – 400083

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NOTICE

43rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 43rd Annual General Meeting of Peoples Investments Limited will be held on Monday, the 5th day of August, 2019 at 2:00 p.m. at the Registered Office at New Hind House, 3, N. M. Marg, Ballard Estate, Mumbai – 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Jitender Agarwal (DIN: 06373239), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

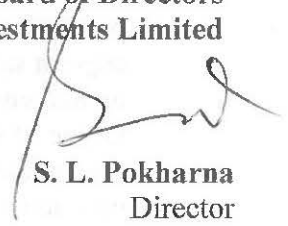
3. Appointment of Shri Rajendra Kumar Sharma as Manager:

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company hereby confirms and approves the appointment of Shri Rajendra Kumar Sharma as ‘Manager’ of the Company for a period of three years with effect from March 05, 2019 to March 04, 2022 without payment of any remuneration; and

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and are hereby severally authorized to do all necessary acts, deeds and things, which may proper to give effect to the above Resolution.”

By order of the Board of Directors
For Peoples Investments Limited


S. L. Pokharna
Director
DIN: 01289850

Date : May 02, 2019
Place : Mumbai

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Notes:

- I. The Company's Statutory Auditors, Messrs V.B. Dalal & Company, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide registration number 102055w, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting ("AGM") of the Members held on July 11, 2017 on a remuneration to be mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on July 11, 2017. Pursuant to the amendments made to the provisions of Section 139 of the Companies Act, 2013, by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors at every AGM has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors.

- II. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 on General Meetings in respect of the Special Business under Item No. 3 of the accompanying Notice is annexed hereto.

- III. A MEMBER OF A COMPANY ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10.00%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10.00%) of the total share capital of the Company carrying voting rights may appoint single person as proxy and such person cannot act as a proxy for any other person or Shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A Proxy Form is annexed to this Notice.

- IV. Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.

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- V. Members, Proxies and Authorised Representatives are requested to bring to the Meeting the Attendance Slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the AGM venue.
- VI. A brief resume of the Director proposed to be appointed/re-appointed at this AGM, nature of his expertise in specific functional areas, names of companies in which he hold directorship and membership/chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in Annexure 1. The requisite information, of the Manager proposed to be appointed at this AGM, as per clause 1.2.5 of Secretarial Standards-2 on General Meetings, is also provided in Annexure 1.
- VII. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection for the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this AGM and also at this AGM.
- VIII. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical forms should submit their PAN to the Company's Registrar and Share Transfer Agent / Company.
- IX. Pursuant to SEBI Notification Nos. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not being acted upon with effect from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Members are requested to take action to dematerialize the equity shares of the Company, promptly.
- X. Electronic copy of the Annual Report for financial year 2018-19 is uploaded on the Company's website www.ppplsinvestments.com and is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Link Intime India Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form). Electronic copy of this Notice of the 43rd AGM is uploaded on the Company's website www.ppplsinvestments.com and also on the website of Central Depository Services (India) Limited ("CDSL") viz. www.evotingindia.com of the Company inter alia indicating the

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process and manner of e-voting along with Attendance Slip and Proxy Form and the same is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for financial year 2018-19 are being sent through permitted mode. For any communication, the Members may also send requests to the Company's Email ID: peoplesinvestments@rediffmail.com.

- XI. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is July 29, 2019. Please note that Members can opt for only one mode of voting i.e., either by voting at the Meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
- XII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. July 29, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the Member is already registered with CDSL for remote e-voting, then he/she/it can use his/her/its existing User-ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off date should treat the same as intimation only.
- XIII. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
- XIV. A route map showing directions to reach the venue of the 43rd AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
- XV. Voting through electronic means:
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its Members the facility of 'remote e-voting' to exercise their right to vote at the 43rd AGM. The business may be transacted through e-voting services rendered by CDSL.

The Board has appointed Shri Ashish C. Bhatt, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.

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The instructions to Members for voting electronically are as under:

- (i) The voting period begins on Friday, August 02, 2019 at 10.00 a.m. and ends on Sunday, August 04, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of July 29, 2019, may cast their vote electronically.
- (ii) Members holding shares in physical or in demat form as on July 29, 2019, shall only be eligible for e-voting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders / Members.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be

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also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN of Peoples Investments Limited.
- (xiv) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvii) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App Store and the Windows Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

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- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxii) 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.evotingindia.com, under ‘HELP’ section or write an email to helpdesk.evoting@cdslindia.com.

(xxiii) The results declared along with the Scrutinizer’s Report shall be displayed at the Registered Office of the Company and placed on the Company’s website www.pplsinvestments.com and on website of CDSL i.e. www.evotingindia.com within two days of the passing of the Resolutions at the AGM of the Company and will also be communicated to the BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Item No. 3 - Appointment of Shri Rajendra Kumar Sharma as Manager

Pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company is required to appoint a Manager.

Accordingly, the Board of Directors in its Meeting held on March 05, 2019, unanimously decided to appoint Shri Rajendra Kumar Sharma as Manager of the Company for a period of three years with effect from March 05, 2019 to March 04, 2022 without payment of any remuneration, subject to the approval of the shareholders of the Company.

The Resolution at Item No. 3 of the Notice is set out as an Ordinary Resolution for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Shri Rajendra Kumar Sharma, are in any way concerned or interested, financially or otherwise, in the Resolution set out in Item No. 3.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

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ANNEXURE – 1

DETAILS OF DIRECTOR AND MANAGER SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director/Manager	Shri Jitender Agarwal	Shri Rajendra Kumar Sharma
DIN	06373239	N.A.
Date of birth and age	08-03-1974 44 years	06-07-1961 57 years
Date of first appointment on the Board	30-07-2015	N.A.
Qualifications	B.Com., CA	M. Com.
Experience and expertise	19 years of experience Finance, Taxation, Accounts and General Corporate Management.	36 years of experience in the field of Finance, Taxation, Accounts and General Corporate Management.
Number of Meetings of the Board attended during the year	3 out of 5	N.A.
List of Directorship of other Board	Directorship: Public Companies: Nil Private Companies: 1. Silver Soaps Private Limited Section 8 Companies: 1. Swavalamban Foundation	Nil
Membership/Chairmanship of Committees of other Board	Nil	Nil
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil	Nil
Terms and conditions of appointment or re-appointment	As per the Nomination and Remuneration Policy of the Company	As per the Nomination and Remuneration Policy of the Company
Remuneration sought to be paid	Nil	Nil
Remuneration last drawn by such person	Nil	Nil
Justification for choosing the appointees for appointment as Independent Directors	N.A.	N.A.

By order of the Board of Directors
For Peoples Investments Limited


S. L. Pokharna
Director
DIN: 01289850

Date : May 02, 2019
Place : Mumbai