

# PEETI SECURITIES LIMITED

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## PEETI SECURITIES LIMITED

#### **BOARD OF DIRECTORS**

Sri Sandeep Peeti

3

Chairman & Managing Director

Sri Rajesh Peeti

Executive Director

Sri Raj Kumar Agrawal

Sri Ajay Garg

Director

Director

Sri Rajeev Peeti

Director

**AUDITORS** 

M/s. MKA Associates 1<sup>st</sup> Floor, Surabhi Sharadha Block, Ahuja Estate, Abids, Hyderabad -500 001.

REGISTERED OFFICE & WORKS

Survey No.71, Opp. BSNL Office, Beside M.P.Hardware Lane, Old Kurnool Road, Kattedan, Hyderabad - 500 077.

### BANKERS

The Tamilnad Mercantile Bank Ltd. Chenoy Trade Centre, Secunderabad

REGISTRARS AND SHARE TRANSFER AGENTS

CIL Securities Limited 214, Raghav Ratna Towers, Chirag-ali-lane Abids, Hyderabad-500 001.

The Bombay Stock Exchange Ltd The Hyderabad Stock Exchange.

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# PEETI SECURITIES LIMITED

#### NOTICE

Notice is hereby given that the **Fifteenth Annual General Meeting** of the members of the Company will be held on Wednesday the **30<sup>th</sup> September 2009 at 10.00 A.M. At Bhagyanagar Function Hall, L.B. Nagar, Hyderabad** to transact the following items of business:

#### **ORDINARY BUSINESS :**

- To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2009, Profit and Loss Account for the financial year ended on that date and the Report of the Board of Directors and the Auditors thereon.
- 2. To appoint a Director in place of Sri Raj Kumar Agrawal who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To appoint Auditors to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

### BY ORDER OF THE BOARD

Place : Hyderabad Date : 01<sup>st</sup> August 2009 Sd/-SANDEEP PEETI Chairman & Managing Director

#### NOTES :

- A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting.
- 2. The Register of Members and the Share Transfer Books will remain closed from Monday 28<sup>th</sup> September 2009 to Wednesday 30<sup>th</sup> September 2009 (both days inclusive).

### ADDITIONAL INFORMATION ON DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT

Sri Rajkumar Agrawal is the member of Audit Committee, Remuneration Committee and the Investors Grievances Committee. He is a science graduate and a law graduate and presently he is engaged in packing business. He was former president of the Rotary Club of India.

# PEETI SECURITIES LIMITED

#### DIRECTORS' REPORT

To,

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The Members,

Your Directors have pleasure in presenting the **FIFTEENTH ANNUAL RE PORT** together with the Audited Accounts of the company for the financial year ended 31<sup>st</sup> March, 2009.

### FINANCIAL HIGHLIGHTS

| Particulars  | Year ended 31.03.2009 | Year ended 31.03.2008        |
|--|-----------------------|------------------------------|
| Sales  | 396.38                | 365.80                       |
| Other Income   | 4.99                  |                              |
| Profit before depreciation and tax   | (2.64)                | 10.88                        |
| Depreciation   | 5.47                  | 4.34                         |
| Net profit / (Loss) before tax<br>Prior period adjustments<br>Provision for taxation | (8.11)<br>0.12        | 6.54                         |
| a. Current   |                       | (2.77)                       |
| b. Deffered Tax  |                       | 3.16                         |
| c. Fringe Benefit Tax  | (0.54) (0.54)         | (0.44) ( <mark>0</mark> .04) |
| Profit after tax   | (8.77)                | 6.49                         |
| Deficit brought forward from the   | (17.22)               | (15.35)                      |
| previous year<br>Surplus/ (deficit) carried to balance sheet                         | (25.99)               | (17.22)                      |

### **OPERATIONS:**

During the year under review, your company has achieved a total income of Rs. 401.37 lakhs as against previous year's income of Rs. 367.31 Lakhs and recorded a net loss of Rs.8.11 Lakhs for the financial year ending 31<sup>st</sup> March, 2009 when compared to a net Profit of Rs. 6.54 Lakhs during the previous year. Although your company projected more turnover as against the previous year's turnover, your company recorded loss on account of steep hike in the raw material cost and production cost and your company could not increase the selling price of the finished goods due to severe recession that the economy is witnessing in almost all the industries and to sustain in the market, your company did not increase the prices of the finished products. Adding to this, during the year under review, your company shifted the unit from Secunderabad to Kattedan industrial area by incurring huge expenditure. However things are restoring to normalcy and the industry is recovering from the depression and your company would do better in the years to come.

# PEETI SECURITIES LIMÍTED

**DIVIDEND**:

As your company incurred loss during the financial year 2008-09, directors of your company express their inability to recommend any dividend for the said financial year.

### **PARTICULARS OF EMPLOYEES :**

Pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975, as amended, no employee of your Company is in receipt of remuneration exceeding Rs.2,00,000/- per month or Rs.24,00,000/- per annum during the financial year.

#### **DIRECTORS' RESPONSIBILITY STATEMENT :**

The Directors of your Company hereby report:

- (i) that in the preparation of Annual Accounts for the financial year ended 31<sup>st</sup> March, 2009, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any, there from;
- (ii) that the directors 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 ended 31<sup>st</sup> March, 2009 and of the profit and loss of the company for that period:
- (iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
- (iv) that the directors have prepared the annual accounts on a going concern basis.

#### FIXED DEPOSITS :

Your company has neither accepted nor renewed any deposits falling within the provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 from the public during the financial year

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# PEETI SECURITIES LIMITED

# CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :

A Statement giving details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure\ of Particulars in the Report of Board of Directors) Rules 1988, is set out in Form - 'A' and Form - 'B' which is enclosed as Annexure - I to this report.

#### **CORPORATE GOVERNANCE :**

A separate report on Corporate Governance along with Auditor's Certificate on its compliance is enclosed as Annexure – II to this report.

#### DIRECTORS :

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Mr.Rajkumar Agrawal, Director of your company retires by rotation at the ensuing Annual General Meeting. Being eligible for the re-appointment, offers him self for the re-appointment.

#### **AUDITORS** :

The tenure of Statutory Auditors of your company M/s. MKA Associates, Chartered Accountants comes to an end at the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

#### LISTING FEE :

Your Company's shares are listed on the Hyderabad Stock Exchange and The Bombay Stock Exchange Limited. Your company is regular in payment of listing fee.

#### **MANAGEMENT DISCUSSION ANALYSIS :**

Management Discussion an analysis is set out in annexure III to this report

#### ACKNOWLEDGEMENTS :

The Directors of Your Company would like to place on record their sincere appreciation and gratitude to the Company's Customers, Bankers, Shareholders for their support and co-operation. Your Directors express their heartfelt gratitude to the employees for their exceptional commitment and loyalty to the company.

### FOR AND ON BEHALF OF THE BOARD

Place : Hyderabad Date : 01<sup>st</sup> August 2009 Sd/-SANDEEP PEETI Chairman & Managing Director

Sd/-RAJESH PEETI Executive Director

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## PEETI SECURITIES LIMITED

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#### **ANNEXURE – I**

#### Form – "A"

PARTICULARS UNDER THE COMPANIES (DISCLOSURES OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1998

| А.         | Power and fuel consumption:                        |                  |                    |
|------------|--|------------------|--------------------|
| 1.         | <u>Electricity</u>                                 | 2008-09          | 2007-08            |
| a.         | Purchased Units<br>Total Amount                    | 16,509<br>95,919 | 25,594<br>1,96,778 |
| b.         | Rate per unit<br>Own generation                    | 5.81             | 6.02               |
| i).<br>ii) | Through diesel generator<br>Through steam turbine/ | 29,764/-         | 42,795/-           |
|            | generator Units                                    | Nil              | Nil                |
|            | Units  | Nil              | Nil                |
|            | Cost / unit  | Nil              | Nil                |
| 2.         | <u>Coal</u>  | •                |                    |
| i)         | Quantity (tons)                                    | Nil              | Nil                |
|            | Total cost   | Nil              | Nil                |
|            | Average rate                                       | Nil              | Nil                |
| 3.         | Furnace Oil  | unction          | .com               |
| i)         | Quantity (K.Ltrs)                                  | Nil              | Nil                |
|            | Total amount                                       | Nil              | Nil                |
|            | Average rate                                       | Nil              | Nil                |
| 4.         | Others/ Internal generation                        | <u>1</u>         |                    |
| i) .       | Quantity   | Nit              | Nil                |
| ,          | Total cost   | Nil              | Nil                |
|            | Rate per unit                                      | Nil              | Nil                |

The company has taken adequate steps to upgrade its technology and is making sincere efforts to conserve energy during its operation.

#### FORM - "B"

| TICULARS WITH RESPECT TO TECHNOLOGY AE            | BSORI  | PTION  |
|---|--|--|
| RESEARCH AND DEVELOPMENT (R&D)                    | •  | NIL  |
| TECHNOLOGY ABSORPTION, ADOPTION<br>AND INNOVATION |  | NIL  |
| FOREIGN EXCHANGE EARNINGS AND OUTGO               | :  | •  |
| 1. FOREIGN EXCHANGE EARNINGS                      |  | NIL  |
| 2. FOREIGN EXCHANGE OUTGO                         | :  | NIL  |
|   | RESEARCH AND DEVELOPMENT (R&D)<br>TECHNOLOGY ABSORPTION, ADOPTION<br>AND INNOVATION<br>FOREIGN EXCHANGE EARNINGS AND OUTGO<br>1. FOREIGN EXCHANGE EARNINGS | TECHNOLOGY ABSORPTION, ADOPTION:AND INNOVATION:FOREIGN EXCHANGE EARNINGS AND OUTGO:1. FOREIGN EXCHANGE EARNINGS: |

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# PEETI SECURITIES LIMITED

#### ANNEXURE – II REPORT ON CORPORATE GOVERNANCE (Pursuant to Clause 49 of the Listing Agreement)

Pursuant to Clause 49 of the Listing Agreement, the company presents its report on Corporate Governance.

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE The Company's philosophy of Corporate Governance is aimed at assisting the top management of the company in the efficient conduct of the business and in meeting its obligation to stakeholders and is guided by a strong emphasis on transparency, accountability and integrity. Company believes in sharing the entire information about its operations with the investors. Since several years, company is committed to values and ethical business conduct. This includes its corporate and other structure, its culture its policies and the manner in which it deals with its stakeholders. Accordingly timely and accurate disclosure of infor mation regarding the financial situation, performance, ownership and govenance of the company, is an important part of corporate Governance. This improves public understanding of the structure, activities and policies of the organization; consequently, the organization is able to enhance the trust and confidence of the Stakeholders.

#### 2. BOARD OF DIRECTORS

#### A. Composition

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| Name of the<br>Director | Category                              | No.of Other<br>Directorships | No of<br>Meetings<br>Held | No of<br>Meetings<br>Attended | Wheather<br>Attended<br>last AGM |
|-------------------------|---------------------------------------|------------------------------|---------------------------|-------------------------------|----------------------------------|
| Sandeep Peeti           | Promoter<br>Managing Director         | 01                           | 8                         | . 8                           | Yes                              |
| Rajesh Peeti            | Promoter<br>Executive Director        |                              | 8                         | 8                             | Yes                              |
| Rajkumar Agrawal        | Non-Executive<br>Independent Director | ·                            | 8 '                       | 8                             | No -                             |
| Rajeev Pittie           | Non-Executive<br>Independent Director | ·                            | 8                         | 8                             | No                               |
| Ajay Garg               | Non-Executive<br>Independent Director |                              | 8                         | . 8,                          | No                               |

As on 31<sup>st</sup> March, 2009, the Board of Directors consists of Five Directors comprising of two promoter Executive Directors, three non-executive Directors.

### B Date of Board Meetings

Board of Directors met 8 times during the financial year 2008-2009 on the following dates and the gap between two board meetings did not exceed four months.

| 30-04-2008 | 29-07-2008 | 30-07-2008 | 01-08-2008 |
|------------|------------|------------|------------|
| 02-09-2008 | 15-09-2008 | 30-10-2008 | 31-01-2009 |

## PEETI SECURITIES LIMITED

#### Audit Committee :

Brief description of terms of reference

The terms of reference as per Clause 49 of the Listing Agreement are as follows

- a) to review the results announcement and the report and accounts at the end of a quarter, half year and the full year before submission to the board, focusing particularly on :
- (i) Any changes in accounting policies and practices.
- (ii) Compliance with accepted accounting standards.
- (iii) Major Judgmental Decisions; etc.
- To consider appointment of Statutory Auditors, the Audit Fee, and any matter of resignation and dismissal.
- c) To discuss with the Statutory Auditor before the audit commences the nature and scope of the Audit.
- d) To review the effectiveness of the system of internal financial controls and discuss the same periodically with the statutory auditors.
- e) To discuss problems and reservations arising from the statutory audit and any matters the statutory auditor may wish to discuss.
- f) To consider other topics as may be delegated by the board from time to time.

#### **Composition**

The Audit Committee comprises of independent directors and composition of the committee is as follows:

| Sri Rajkumar Agrawal | - | Chairman |
|----------------------|---|----------|
| Sri Rajeev Peeti     | - | Member   |
| Sri Ajay Garg        | - | Member   |

#### Meetings during the year

During the Financial year 2008-09, the Audit Committee met on five times on

- 1. 30<sup>th</sup> April 2008
- 2. 30th July 2008
- 3. 01<sup>st</sup> August 2008
- 4. 31<sup>st</sup> October 2008
- 5. 31<sup>st</sup> January 2009

#### **Remuneration Committee:**

The Remuneration Committee comprises of independent directors and composition of the Committee is as follows:

| Sri.Raj Kumar Agrawal | Chairman | : • · |       |
|-----------------------|----------|-------|-------|
| Sri Rajeev Peeti      | Member   |       |       |
| Sri Ajay Garg         | Member   | •     | • . • |