

20th
ANNUAL REPORT

PEETI SECURITIES LIMITED

2013 - 2014

20th Annual General meeting
Tuesday, 30th day of September at 10:00 A.M.
Bhagyanagar Function Hall, LB Nagar,
Hyderabad, Telangana - 500 074.

INDEX

| | |
|------------------------------|----|
| Notice to Shareholders | 4 |
| Directors Report | 13 |
| Corporate Governance..... | 17 |
| Compliance Certificate..... | 25 |
| Auditor Report | 29 |
| Balance Sheet | 32 |
| Profit & Loss Account | 33 |
| Cash Flow Statement | 34 |
| Notes of Accounts | 35 |
| E - voting process..... | 43 |
| Attendance Slip..... | 45 |
| Proxy Form..... | 46 |

BOARD OF DIRECTORS

| | | |
|-----------------------|---|------------------------------|
| Sri Sandeep Peeti | : | Chairman & Managing Director |
| Sri Rajesh Pitty | : | Whole- time Director |
| Sri Raj Kumar Agrawal | : | Director |
| Sri Ajay Garg | : | Director |
| Sri Rajeev Peeti | : | Director |

| | | |
|-----------------|---|---|
| AUDITORS | : | M/s. MKA Associates 1 st 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 Katteda, Hyderabad - 500077. Telangana CIN: L67190TG1994PLC018779 Email: peetisecuritiesltd@gmail.com |
|--------------------------------------|---|---|

| | | |
|----------------|---|---|
| BANKERS | : | ING Vysya Bank LTD, Shamshabad, Hyderabad - 500077. |
|----------------|---|---|

| | | |
|---|---|---|
| REGISTRARS AND SHARE TRANSFER AGENTS | : | CIL Securities Limited II Floor, 214, Raghava Ratna Towers Chirag Ali Lane Hyderabad – 500 001 |
|---|---|---|

| | | |
|------------------|---|-----------------|
| LISTED AT | : | The BSE Limited |
|------------------|---|-----------------|

NOTICE

Notice is hereby given that the **Twentieth Annual General Meeting** of the members of the Company will be held on **Tuesday the 30th September 2014 at 10.00 A.M.** at **Bhagyanagar Function Hall, L. B. Nagar, Hyderabad - 500 074.** Telangana to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014, 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 Sandeep Peeti who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company

“RESOLVED THAT pursuant to the provisions of Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s.MKA Associates, Chartered Accountant, (Registration No. 005992S) be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Meeting for a period of 3 years, subject to ratification by the members at every Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending March 31, 2015.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, 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) read with Schedule IV to the companies Act, 2013, Mr. Rajkumar Agrawal (DIN : 02107735), a non-executive independent director of the Company who under the provisions of the Companies Act, 1956 was liable to retire by rotation who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, 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) read with Schedule IV to the companies Act, 2013, Mr. Rajeev Peeti (DIN:01846071), a non-executive Independent Director of the Company who under the provisions of the

Companies Act, 1956 was liable to retire by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, 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), read with Schedule IV to the Company Act, 2013 Mr. Ajay Garg (DIN : 00241771), a non-executive independent director of the Company who under the provisions of the Companies Act, 1956 was liable to retire by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years."

7. **RE-APPOINTMENT OF SRI SANDEEP PEETI AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **"Special Resolution"**

"RESOLVED THAT in pursuance of the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of Sri Sandeep Peeti as a Chairman & Managing Director of the Company for a period of 3 (three) years with effect from 1st January, 2014 with a remuneration of Rs 75,000/- per month with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto".

"RESOLVED FURTHER THAT in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under Sri Sandeep Peeti, Chairman & Managing Director, may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Chairman & Managing Director, in accordance with the provisions of Schedule V to the Companies Act, 2013".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions".

8. **RE-APPOINTMENT OF SRI RAJESH PITY AS WHOLE TIME DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in pursuance of the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force),

read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the appointment of Sri Rajesh Pitty, as a Whole-time Director of the Company for a period of 3 (three) years with effect from 1st January, 2014 with a remuneration of Rs 60,000/- per month with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto".

"RESOLVED FURTHER THAT in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under Sri Rajesh Pitty Whole time Director, may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole time Director, in accordance with the provisions of Schedule V to the Companies Act, 2013".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions".

**BY ORDER OF THE BOARD
PEETI SECURITIES LIMITED**

Place: Hyderabad
Date: 31-07-2014

Sd/-
SANDEEP PEETI
CHAIRMAN & MANAGING DIRECTOR

NOTES:

1. 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.
2. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting.
3. The Register of Members and the Share Transfer Books will remain closed from **FRIDAY 26th SEPTEMBER 2014 TO TUESDAY 30th SEPTEMBER 2014** (both days inclusive) for the purpose of Annual General Meeting.
4. Members are requested to quote ledger folio number in all their correspondence to avoid delay in communication.
5. Members are advised to consolidate their ledger folios where they are holding shares in different folios in the same name / sequence of names.
6. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) unless any member has requested for hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
7. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
8. We would like to draw your attention to Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013 ("Circular") issued by Securities and Exchange Board of India (SEBI), to all listed companies to update bank details of their shareholders holding shares in demat mode and / or physical form, to enable usage of the electronic mode of remittance i.e. ECS, NEFT etc., for distributing dividends and other cash benefits to the shareholders. The circular further states that in cases where either the Bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc., that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the Bank, Companies or their Registrars and Transfer Agents (RTA) may use physical payment instructions for making cash payments to the investors. Companies shall mandatorily print the Bank account details of the investors on such payment instruments.
9. **Voting through electronic means**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Service (India) Limited (CDSL):
 2. Commencement of e - voting: From 10.00 A.M. on Wednesday 24th September, 2014 to 06.00 P.M. on Friday 26th September, 2014
 3. E-voting shall not be allowed beyond 06.00 P. M. on 26th September, 2014. During the e-voting period, shareholders of the Company, holding shares either in physical form may cast their vote electronically.
 4. The login ID and password for e-voting along with process, manner and instructions for e-voting is being attached in the Annexure to this annual report.
 5. The Company has appointed Mr. Yellareddy Vootkuri, Practicing Chartered Accountant, Hyderabad as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner

**BY ORDER OF THE BOARD
PEETI SECURITIES LIMITED**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 4**

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the independent directors have come into effect. as per the said provisions, the independent directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

Mr. Rajkumar Agrawal, (DIN 02107735) is a Non-Executive Independent Directors of the company. Mr. Rajkumar Agrawal is a Chairman of Audit Committee, Remuneration Committee, and member of Investor's & Share Holders Grievances Committee of the Board of directors of the Company.

In terms of Section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013, Mr. Rajkumar Agrawal ,being eligible, offer himself for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Rajkumar Agrawal, as Independent Directors on the Board of the Company for a term up to five (5) consecutive years, from ensuing Annual General Meeting. A brief profile of proposed Independent Director, including nature of their expertise, is provided in the Annual Report

Notices have been received from Members proposing candidate of the above Director for the office of Independent Director of the Company. In the opinion of the Board, Mr. Rajkumar Agrawal, fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolution as set out at item no. 4 for approval of the Members.

ITEM NO. 5

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the independent directors have come into effect. as per the said provisions, the independent directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

Mr. Rajeev Peeti, (DIN 01846071) is a Non-Executive Independent Director of the company is a Member of Audit Committee, Remuneration Committee, and Chairman of Investor's & Share Holders Grievances Committee of the Board of directors of the company.

In terms of Section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013, Mr. Rajeev Peeti, being eligible, offer himself for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Rajeev Peeti, as Independent Directors

on the Board of the Company for a term up to five (5) consecutive years, from ensuing Annual General Meeting. A brief profile of proposed Independent Director, including nature of their expertise, is provided in the Annual Report

Notices have been received from Members proposing candidate of the above Director for the office of Independent Director of the Company. In the opinion of the Board, Mr. Rajeev Peeti, fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolution as set out at Item No.5 for approval of the Members.

ITEM NO. 6

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the independent directors have come into effect. as per the said provisions, the independent directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

Mr. Ajay Garg, (DIN 00241771) is a Non-Executive Independent Directors of the company. Mr. Ajay Garg is a Member of Audit Committee, Remuneration Committee, and Investor's & Share Holders Grievances Committee of the Board of directors of the company.

In terms of Section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013, Mr. Ajay Garg, being eligible, offer himself for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Ajay Garg, as Independent Directors on the Board of the Company for a term upto five (5) consecutive years, from ensuing Annual General Meeting. A brief profile of proposed Independent Director, including nature of their expertise, is provided in the Annual Report

Notices have been received from Members proposing candidate of the above Director for the office of Independent Director of the Company. In the opinion of the Board, Mr. Ajay Garg, fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolution as set out at Item No.6 for approval of the Members.

ITEM NO. 7

The Board of Directors taking into consideration of the efforts put by Sri Sandeep Peeti and in best the interests of the Company, the Board of Directors re-appointed as Chairman & Managing Director in the meeting held on 1st January, 2014 for a period of (3) Three years at remuneration as approved by the remuneration committee of the company, subject to the approval of the members in their meeting.

A Statement pursuant to Part II Section II of Schedule V of Companies Act, 2013 is stated below

PEETI SECURITIES LIMITED

Statement as per Part II Section II of Schedule V

| | | | |
|-------------|---|---|------------------------|
| I. | General Information | | |
| 1 | Nature of Industry | Textile Industry. | |
| 2 | Date or expected date of commencement of commercial production | EXISTING UNIT | |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | |
| 4 | Financial performance based on given indicators | Financial Year 2013-14 | Financial Year 2012-13 |
| | Total Income | 973.01 | 387.13 |
| | Profit/loss before tax | 32.12 | 7.89 |
| | Net Profit After Taxation | 25.94 | 5.69 |
| 5 | Export performance and net foreign exchange collaborations | Nil | |
| 6 | Foreign investments or collaborations, if any | Nil | |
| | | | |
| II. | Information about the appointees | | |
| 1 | Background details | Hailed from Business family | |
| 2 | Past remuneration | 75,000 /- per month | |
| 3 | Recognition or awards | Nil | |
| 4 | Job profile and his suitability | Business | |
| 5 | Remuneration proposed | 75,000 /- per month | |
| 6 | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person | Minimal | |
| 7 | Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any | Apart from drawing managerial remuneration, there are no other Pecuniary relationships directly or indirectly with the Company or relationship with the managerial personnel. | |
| | | | |
| III. | Other Information | | |
| 1 | Reasons of loss or inadequate profits | Due to severe Recession in Economy, high inflation, slow down in industrial growth affected the company profitability. | |
| 2 | Steps taken or proposed to be taken for improvement | The company makes efforts for proper plan and strategies to improve in their sales and profit. | |
| 3 | Expected increase in productivity and profits in measurable terms | Unlike in previous years The company tries to achieve their productivity and profit. | |