

**21ST
ANNUAL REPORT
2014 - 2015**

PEETI SECURITIES LIMITED

COMPANY INFORMATION

BOARD OF DIRECTORS

SRI SANDEEP PEETI	: CHAIRMAN & MANAGING DIRECTOR
SRI RAJESH PITY	: WHOLE- TIME DIRECTOR
SMT NIRMALA BAI PEETI	: WOMAN DIRECTOR
SRI RAJ KUMAR AGRAWAL	: INDEPENDENT DIRECTOR
SRI AJAY GARG	: INDEPENDENT DIRECTOR
SRI RAJEEV PEETI	: INDEPENDENT DIRECTOR

INTERNAL AUDITORS

Mr. SANDEEP CHOWDHURY

CHIEF FINANCE OFFICER

Mr. RAJESH PITY

REGISTERED OFFICE & WORKS

SURVEY NO.71, OPP. BSNL OFFICE,
OLD KURNOOL ROAD, KATTEDAN
HYDERABAD – 500077
CIN: L67190TG1994PLC018779

AUDITORS

M/S. MKA ASSOCIATES, 1 FLOOR
SURABHI SHARADHA BLOCK
AHUJA ESTATE, ABIDS, HYDERABAD – 500 001

NO GIFTS

Will be Distributed at the AGM

REGISTRARS AND SHARE TRANSFER AGENTS

CIL SECURITIES LIMITED
IIFLOOR, 214, RAGHAVARATNA
TOWERS CHIRAG ALI LANE
HYDERABAD – 500 001

BANKERS

ING VYSYA BANK LTD,
SHAMSHABAD,
HYDERABAD - 501218

LISTED AT

THE BSE LIMITED

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BOARD COMMITTEES

AUDIT COMMITTEE	REMUNERATION COMMITTEE	STAKEHOLDER RELATIONSHIP COMMITTEE
SRI RAJKUMAR AGRAWAL - CHAIRMAN	SRI RAJKUMAR AGRAWAL -CHAIRMAN	SRI RAJKUMAR AGRAWAL -CHAIRMAN
SRI RAJEEV PEETI - MEMBER	SRI RAJEEV PEETI - MEMBER	SRI RAJEEV PEETI - MEMBER
SRI AJAY GARG - MEMBER	SRI AJAY GARG - MEMBER	SRI AJAY GARG - MEMBER

NOTICE

Notice is hereby given that the **21st Annual General Meeting** of the members of the Company will be held on **Wednesday 30th September 2015 at 10.00 A.M. at Bhagyanagar Function Hall, L. B. Nagar, Hyderabad** to transact the following items of business:

ORDINARY BUSINESS:

1. To consider and adopt The audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place of Sri Rajesh Pitty (DIN- 00488722) who retires by rotation and being eligible offers himself for re-appointment as a director in the company;
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, the appointment of M/s.MKA Associates, Chartered Accountant, (Registration No. 005992S), Hyderabad, who were appointed as the Statutory Auditors of the Company till the conclusion of 23rd Annual General Meeting, be and are hereby ratified and confirmed, 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 31st March, 2016.”

SPECIAL BUSINESS

4. APPOINTMENT OF WOMEN DIRECTOR

To consider and if, thought fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

“RESOLVED that pursuant to the provisions of section 149 and 152 read with all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Smt NIRMALA BAI PEETI (DIN : 07145972), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 31st March, 2015, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of 21st Annual General Meeting of the company, be and is hereby appointed as a Director of the Company under Section 152(2) of the Companies Act, 2013.”

5. REVISION OF REMMUNERATION OF SRI SANDEEP PEETI AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED that in partial modification of Resolution No.7 passed at the 20th Annual General Meeting of the Company held on Tuesday 30th September 2014 for the appointment and terms of remuneration of Mr. Sandeep peeti, chairman & Managing Director of the Company, pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under, as amended from time to time, read with Schedule V to the Act, consent of the members be and is hereby accorded to the revision in the terms of remuneration of Sandeep peeti, chairman & Managing Director of the Company, by way of change in the maximum amount of basic salary payable to Mr. Sandeep peeti,(including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this

Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER that the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. REVISION OF REMUNERATION OF SRI RAJESH PITY AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:-

“**RESOLVED** that in partial modification of Resolution No.8 passed at the 20th Annual General Meeting of the Company held on Tuesday 30th September 2014 for the re-appointment and terms of remuneration of Mr. Rajesh Pitty, whole time director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under, as amended from time to time, read with Schedule V to the Act, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Mr. Rajesh Pitty, whole Director of the Company, by way of change in the maximum amount of basic salary payable to Mr. Rajesh Pitty,(including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary with in such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER that the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association 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 are hereby authorized do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Place : Hyderabad
Date: 14.08.2015

Sd/-
SANDEEP PEETI
CHAIRMAN & MANAGING DIRECTOR

NOTES TO MEMBERS

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 such proxy need not be a member of the company.
2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting
4. 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.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/ Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 24th September, 2015 to Wednesday 30th September, 2015 (both days inclusive) for the purpose of 21st Annual General Meeting.
7. Members are requested to quote ledger folio/DP id/client id number in all their correspondence to avoid delay in communication.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, between 11.00 A.M. to 1.00 P.M. up to the date of the meeting.
9. Members/Proxies are requested to bring duly filled in attendance slips sent herewith for attending the meeting.
10. Members who hold shares in physical form can nominate a person in respect of all the shares Held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility.

11. VOTING THROUGH ELECTRONIC MEANS

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 member's facility to exercise their right to vote at the 21st 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)**:

It may be noted that this e-voting facility is optional. The e-voting facility will be available at the Company's Website during the following voting period:

COMMENCEMENT OF E - VOTING: From 10.00 A.M. on, Saturday 26th, September, 2015 to 5.00 P.M. on Tuesday 29th, September, 2015 E-voting shall not be allowed beyond 5.00 P.M. on Tuesday 29th, September, 2015. During the e-voting period, shareholders of the Company, holding shares either in physical form or demat form, as on 23rd September, 2015 may cast their vote electronically

The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.

12. 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 OF DIRECTORS
PEETI SECURITIES LIMITED**

Sd/-

SANDEEP PEETI

CHAIRMAN & MANAGING DIRECTOR

Place: Hyderabad

Date: 14.08.2015

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 4

Smt. NIRMALA BAI PEETI who was appointed as an Additional Director of the company w.e.f. 31st March, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013, holds office up to the date of this Annual General Meeting of the company and is eligible for appointment. In terms of Section 160 of the Companies Act, 2013, the company has received a notice in writing along with a deposit of requisite amount from a Member signifying his intention to propose the candidature of Smt Nirmala Bai Peeti for the office of Director.

Save and except Smt Nirmala Bai Peeti and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO 5:

At the AGM held on Tuesday 30th September 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Sandeep peeti, chairman & Managing Director of the Company for a period of 3 years from 1st January 2014, including inter alia salary up to a maximum of 75000 per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mr. Sandeep peeti to 1,00,000 per month with effect from 1st April 2015 for the remainder of his term up to 31st December 2016 with proportionate increase in the benefits related to his salary, subject to the approval of the Members of the Company.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. All other terms and conditions of appointment of Mr. Sandeep peeti as chairman & Managing Director of the Company, as approved at the AGM of the Company held on 30th September 2014, remain unchanged.

In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Sandeep peeti are now being placed before the Members for their approval.

Save and except Mr. Sandeep Peeti and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO 6:

At the AGM held on Tuesday 30th September 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Rajesh Pitty, whole time Director of the Company for a period of 3 years from 1st January 2014, including inter alia salary up to a maximum

of Rs 60000/- per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mr. Rajesh Pitty to 1,00,000 per month with effect from 1st April 2015 for the remainder of his term up to 31st December 2016 with proportionate increase in the benefits related to his salary, subject to the approval of the Members of the Company.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. All other terms and conditions of appointment of Mr. Rajesh Pitty as Whole time Director of the Company, as approved at the AGM of the Company held on 30th September 2014, remain unchanged.

In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Rajesh Pitty are now being placed before the Members for their approval.

Save and except Mr. Rajesh Pitty and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM NO 7:

The Articles of Association ("AoA") of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the present Companies Act, 2013.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out Your Directors recommend the Resolution for your approval as Special Resolution.

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

Sd/-
SANDEEP PEETI
CHAIRMAN & MANAGING DIRECTOR

Place: Hyderabad
Date: 14.08.2015

**INFORMATION IN RESPECT OF DIRECTORS SEEKING
APPOINTMENT / RE-APPOINTMENT AS REQUIRED****Under Clause 49 VIII (E) (1) of the Listing Agreement**

Name of the Directors	Smt Nirmala Bai Peeti	Sri Rajesh Pitty
Date of first appointment	31/03/2015	17/11/1994
Date of birth/age	19/02/1939	26/09/1969
Expertise in specific functional areas	Vast Experience in Administration	vast experience in securities and textile business
Educational qualification	Under Graduate	graduate in commerce
Chairman/member of the board of directors of the company	NIL	NIL
List of Directorships, Committee Chairmanship, Membership held in other companies as on	NIL	NIL

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the **21st ANNUAL REPORT** together with the Audited Accounts of the company for the financial year ended 31st March, 2015.

1. FINANCIAL HIGHLIGHTS

(Rs in Lakhs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Revenue From Operations	1170.73	958.28
Other Income	12.64	14.73
TOTAL INCOME	1183.37	973.01
Expenditure	1133.17	935.73
Profit before depreciation and tax	50.20	37.28
Depreciation	10.32	5.15
Net profit before tax	39.88	32.12
Prior period adjustments	0.00	0.00
Net profit/loss before Tax	39.88	32.12
Provision for taxation		
a. Current	(7.15)	(5.92)
b. Differed Tax	1.61	(0.26)
Profit after tax	34.34	25.94
Deficit brought forward from the previous year	8.58	(17.36)
Surplus/ (deficit) carried to balance sheet	42.92	8.58

2. STATE OF COMPANY'S AFFAIR:

During the year under review, your company has achieved a total income of Rs.1183.37 Lakhs as against previous year's income of Rs. 973.01 Lakhs and recorded a net profit of Rs.34 Lakhs for the financial year 2014-15 when compared to a net profit of Rs. 25.94 Lakhs during the previous year.

3. DIVIDEND

Your Directors do not recommend any Dividend for the Financial Year 2014-2015 as the profits are planned to be ploughed back into the business operations.