

25TH

ANNUAL REPORT

2018 – 2019

PEETI SECURITIES LIMITED

25th ANNUAL GENERAL MEETING

Monday, 30th September, 2019,
AT 10.00 A.M.at Bhagyanagar Function Hall,
L. B. Nagar, Hyderabad-500074

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CORPORATE INFORMATION**BOARD OF DIRECTORS**

- SRI SANDEEP PEETI : CHAIRMAN & MANAGING DIRECTOR
- SRI RAJESH PITTY : WHOLE- TIME DIRECTOR
- SMT NISHA PEETI : DIRECTOR (WOMEN DIRECTOR)
- SRI RAJ KUMAR AGRAWAL : INDEPENDENT DIRECTOR
- SRI AJAY GARG : INDEPENDENT DIRECTOR
- SRI RAJEEV PEETI : INDEPENDENT DIRECTOR

INTERNAL AUDITORS

MR. SANDEEP CHOWDHURY

CFO

SRI RAJESH PITTY

REGISTERED OFFICE & WORKS

DOOR NO: 7-3-81/1,
 BESIDE M.P.HARDWARE LANE,
 OLD KURNOOL ROAD, KATTEDAN
 HYDERABAD - 500077
 CIN: L67190TG1994PLC018779

BANKERS

HDFC BANK LTD,
 SHAMSHABAD,
 HYDERABAD - 501218

LISTED AT

THE BSE LIMITED

**REGISTRARS AND SHARE
TRANSFER AGENTS**

CIL SECURITIES LIMITED
 II FLOOR, 214, RAGHAVARATNA
 TOWERS CHIRAG ALI LANE
 HYDERABAD - 500001

AUDITORS

M/S. MKPS & ASSOCIATES,
 F110, BHANU ENCLAVE, 1ST,
 FLOOR, ABOVE MARUTI
 SHOWROOM, ERRAGADA,
 HYDERABAD - 500038

BOARD COMMITTEES

| AUDIT COMMITTEE | REMUNERATION COMMITTEE | INVESTORS & SHAREHOLDERS GRIEVANCES 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 **25th Annual General Meeting** of the members of the Company will be held on **Monday, 30th September, 2019 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, 2019, the reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place of Mr. Rajesh Pitty (DIN- 00488722), who retires by rotation and being eligible offers himself for re-appointment as a Director in the company;

SPECIAL BUSINESS:

3. **Appointment of Mr. Ajay Garg (DIN: 00241771) as an Independent Director of the Company for a second term of five consecutive years, in terms of Section 149 of 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 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ajay Garg (DIN: 00241771), who was appointed as an Independent Director of the Company for a term of five years at the 20th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years upto the conclusion of the 30th Annual General Meeting of the members of the company."

4. **Appointment of Mr. Rajeev Peeti (DIN: 01846071) as an Independent Director of the Company for a second term of five consecutive years, in terms of Section 149 of 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 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Rajeev Peeti (DIN: 01846071), who was appointed as an Independent Director of the Company for a term of five years at the 20th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years upto the conclusion of the 30th Annual General Meeting of the members of the company."

5. **Appointment of Mr. Rajkumar Agrawal (DIN: 02107735) as an Independent Director of the Company for a second term of five consecutive years, in terms of Section 149 of 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 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Rajkumar Agrawal (DIN: 02107735), who was appointed as an Independent Director of the Company for a term of five years at the 20th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years upto the conclusion of the 30th Annual General Meeting of the members of the company."

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

**Sd/-
SANDEEP PEETI
CHAIRMAN & MANAGING DIRECTOR
DIN:00751377**

Place: Hyderabad
Date : 14.08.2019

Notes:

1. An Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of special business of the Company is appended and forms part of the Notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on poll instead of him/her and such proxy need not be a member of the Company. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Proxies in order to be effective must be delivered at the Registered Office of the Company not less than 48 hours before the commencement of the meeting
5. Corporate members intending to send their authorised 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.
6. The register of Members and share Transfer Books of the Company in respect of Equity shares will remain closed from Tuesday 24th September 2019 to Monday, 30th September, 2019. (both days inclusive)
7. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched within 20 days from the date of AGM to those members whose names shall appear on Company's Register of Members on 24th day of September, 2019; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
8. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses email id, ECS mandate. In case you are holding Company's shares in physical form, please inform Company's STA viz. M/s. CIL Securities Limited, Raghav Ratna Towers, 214, Chirag Ali Lane, Abids, Hyderabad, Telangana 500001, by enclosing a photocopy of blank cancelled cheque of your bank account.
9. M/s. CIL Securities Limited, Raghav Ratna Towers, 214, Chirag Ali Lane, Abids, Hyderabad, Telangana-500001, Phones:040-23203155 Email:advisors@cilsecurities.com is the Registrar & Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
10. 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.
11. Members holding shares in physical form are informed to furnish their bank account details to the STA to have printed the same on the dividend warrants so as to avoid any possible fraudulent encashment / misuse of dividend warrants by others.

12. Members seeking any information or clarification on the accounts are requested to send queries in writing to the Registered Office of the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
13. 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. upto the date of the meeting.
14. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting. Members are requested to come to the venue of the meeting well in advance for registration. No registration will be entertained after fifteen minutes from the scheduled time of the commencement of the meeting.
15. The annual report for the financial year 2018-19 is being sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on our website, i.e. <http://www.peetisecuritieslimited.com> The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2018-19, free of cost, upon sending a request to the Company Secretary at Survey No.71,opp: BSNL office, Beside MP hardware lane, Old Kurnool Road, Kattedan, Hyderabad -500077. Telangana.
16. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents of the Company i.e., CIL Securities Limited
17. 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. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
18. Section 108 of the Companies Act, 2013, read with rules made thereunder and Sub-regulation (1) of Regulation 44 of SEBI (LODR) Regulations, 2015, requires a listed Company to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meetings. Accordingly, the Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically.
19. In case a Member desires to exercise his/her/its vote by using e-voting facility then he/she/it has to carefully follow the instructions as given for E-Voting. He/she/it can use the facility and log in any number of times till he/she/it has voted on the Resolution or till the end of the voting period whichever is earlier. The detailed instructions for E-Voting are given as part of this Notice.
20. Since E-Voting facility is provided to the Members pursuant to Sub-regulation (1) of Regulation 44 of SEBI (LODR) Regulations, 2015 and pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended, the chairman shall call for voting by poll at the meeting and upon such call being made, the voting by show of hands will not be allowed at the meeting.

21. The results of the e-voting and result of the physical voting at the meeting will be declared within 48 hours of conclusion of the meeting and the results along with the scrutinizer's report shall be placed on the website of the Company.
22. The voting rights of members shall be in proportion to their shareholding in the paid up equity share capital of the Company as on Tuesday, 24th day of September 2019 being the cut-off date.
23. The members of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, 24th day of September 2019, being the cutoff date, may cast their vote (for or against) electronically.
24. The facility for voting through poll shall be made available at the meeting and the members attending the meeting who have not already cast their vote electronically through e-voting shall be able to exercise their voting right at the Meeting.
25. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
26. Mr. Anand Kumar C Kasat, Practising Company Secretary has been appointed by the Board as Scrutinizer for the purpose of ascertaining the requisite majority for all the businesses in a fair and transparent manner. The results declared along with the scrutinizer's report shall be placed on the website of the Company.
27. Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, brief profile of the Directors proposed to be appointed, re-appointed, is annexed to this notice.
28. The Proxy Form and the Attendance slip are enclosed with this notice.
29. 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 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 / STA.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3, 4 & 5:**

In accordance with the provisions of Section 149 read with schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Ajay Garg, Mr. Rajeev Peeti and Mr. Rajkumar Agrawal be appointed as Non-Executive Independent Directors on the Board for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013, whose office is not liable to retire by rotation.

The appointment of Mr. Ajay Garg, Mr. Rajeev Peeti and Mr. Rajkumar Agrawal shall be effective upon approval by the members in the Meeting.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidature of Mr. Ajay Garg, Mr. Rajeev Peeti and Mr. Rajkumar Agrawal for the office of Director of the Company. The Company has received individual declarations from Mr. Ajay Garg, Mr. Rajeev Peeti and Mr. Rajkumar Agrawal stating that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

Mr. Ajay Garg, Mr. Rajeev Peeti and Mr. Rajkumar Agrawal are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given individual consents to act as Director.