

# Premium Capital Market and Investment Limited

CIN: L67120MP1992PLC007178

Registered Office: 401, Starlit Tower, 4th Floor, 29, Y N Road, Indore – 452 003, Madhya Pradesh, India

Contact No.: 0731-2433348, 2536127 Email: [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com)

Website: [www.premcapltd.com](http://www.premcapltd.com)

Date: September 6, 2023

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

Respected Sir / Ma'am,

**Sub: Submission of Notice of 31<sup>st</sup> Annual General Meeting.**

**Ref: Premium Capital Market and Investment Limited (Security ID: PREMCAPM, Security Code: 511660)**

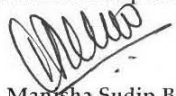
This is to inform you that the 31<sup>st</sup> Annual General Meeting of the Company will be held on Friday, September 29, 2023 at 10:30 A.M. IST at 401, Starlit Tower, 4th Floor, 29, Y N Road, Indore – 452 003, Madhya Pradesh, India to transact the Ordinary and Special Businesses as set out in the notice of 31<sup>st</sup> Annual General Meeting.

The aforesaid notice along with e-voting instructions is being sent to all eligible shareholders through permitted mode and the same is also available on the website of the Company at [www.premcapltd.com](http://www.premcapltd.com).

We have attached herewith the Notice of 31<sup>st</sup> Annual General Meeting of our Company for kind perusal of Stakeholders.

Thanking you,  
Yours faithfully,

For, Premium Capital Market and Investment Limited

  
Ms. Manisha Sudip Bhattacharya  
Wholetime Director  
DIN: 09630474



## NOTICE TO SHAREHOLDERS

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31<sup>st</sup> (Thirty First) Annual General Meeting (AGM) of the Members of Premium Capital market and Investment Limited will be held on Friday, September 29, 2023 at 10.30 A.M. IST at 401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India to transact the following businesses:

#### ORDINARY BUSINESSSES:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended as on March 31, 2023 and the reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Ms. Papita Nandi (DIN: 09613512), Director of the Company who retires by rotation and being eligible, seeks re-appointment.

#### SPECIAL BUSINESSSES:

3. **To regularize appointment of Ms. Ruchismita Patel (DIN: 10269888) as Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, following resolution as **Special resolutions:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Ruchismita Patel (DIN: 10269888), who was appointed as an Additional Director of the Company, categorized as Non-Executive Independent, by the Board of Directors with effect from August 11, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Non-Executive Independent Director and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from August 11, 2023 to August 10, 2028;

**RESOLVED FURTHER THAT** the Board of Directors (including any committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **To regularize appointment of Ms. Arti Gour (DIN: 10269658) as Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, following resolution as **Special resolutions:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Arti Gour (DIN: 10269658), who was appointed as an Additional Director of the Company, categorized as Non-Executive Independent, by the Board of Directors with effect from August 17, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Non-Executive Independent Director and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from August 17, 2023 to August 16, 2028;

**RESOLVED FURTHER THAT** the Board of Directors (including any committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **To regularize appointment of Ms. Papita Nandi (DIN: 09613512) as Professional Non-Executive Director of the Company:**

To consider and if thought fit, to pass with or without modification, following resolution as **Special resolutions:**

**“RESOLVED THAT**, pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Ms. Papita Nandi (DIN: 09613512), who was appointed as Additional (Non-Executive) Director of the Company with effect from August 11, 2023, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Additional Non-Executive Director of the Company and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as professional Non-Executive Director of the Company whose office shall be liable to retire by rotation to hold office for a term of 5 (five) consecutive years with effect from August 11, 2023 to August 10, 2028.”

6. **To regularize appointment of Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as Wholetime Executive Director of the Company:**

To consider and if thought fit, to pass with or without modification, following resolution as **Special resolutions:**

**“RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the board” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for appointment of Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as Wholetime Executive Director of the Company w.e.f. August 11, 2023 for a period of three years, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as “remuneration”) as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

**RESOLVED FURTHER THAT**, subject to the provisions of Section 197 of the Companies Act, 2013 as amended from time and time, the Remuneration payable to Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013;

**RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Ms. Manisha Sudip Bhattacharya (DIN: 09630474) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as Wholetime Executive Director;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (including any committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter including filing of the said resolution with the Registrar of Companies.”

**Registered office:**

401- Starlit Tower,  
29 - Y.N. Road, Indore - 452003,  
Madhya Pradesh, India

By order of the Board of Directors  
**For, PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED**  
CIN: L67120MP1992PLC007178

**Place:** Indore  
**Date:** September 2, 2023

**Ms. Manisha Sudip Bhattacharya**  
**Wholetime Director**  
**DIN: 09630474**

## **IMPORTANT NOTES**

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) 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 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.  
The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before Wednesday, September 27, 2023 at 10:30 A.M.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.  
During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
2. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/reappointment at this Annual General Meeting ("AGM") are annexed to this Notice.
3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting or to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csanandlavingia@gmail.com with copies marked to the Company at compliance.premium@gmail.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will not be closed and the Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 22, 2023, will be entitled to vote at the AGM.
7. The route map showing directions to reach the venue of the AGM is provided at the end of this Notice.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number at compliance.premium@gmail.com on or before Friday, September 22, 2023 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to M/s. Ankit Consultancy Private Limited in case the shares are held in physical form.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. 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 the 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 M/s. Ankit Consultancy Private Limited.
14. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at [www.premcapltd.com](http://www.premcapltd.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company proposes to send documents, such as the Notice of the Annual General Meeting and Annual Report etc. henceforth to the Members in electronic form at the e-mail address provided by them and made available to the Company by the Depositories from time to time.
15. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
  - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com)
  - (b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com)
  - (c) Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
  - (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
  - (e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Ankit Consultancy Private Limited having its office at Plot No. 60, Electronic Complex, Pardeshipura, Indore - 452010, Madhya Pradesh, India, by following the due procedure.
16. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s. Ankit Consultancy Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to M/s. Ankit Consultancy Private Limited in case the shares are held in physical form.
18. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**
  - 1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through remote e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means.
  - 2) The Register of members and share transfer books of the Company will remain closed from Saturday, September 23, 2023 till Friday, September 29, 2023 (both the days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the

Depositories as on the Cut-off date i.e. Friday, September 22, 2023, shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

- 3) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through poll paper. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 22, 2023.
- 4) The facility for voting through polling paper shall be made available at the AGM and the Members attending the AGM and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 22, 2023 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
- 5) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 22, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through poll paper on the date of the AGM.
- 6) The remote e-voting will commence on 9:00 A.M. on Tuesday, September 26, 2023 and will end on 5:00 P.M. on Thursday, September 28, 2023. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, September 22, 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- 7) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- 8) The Board of Directors has appointed Mr. Anand Lavingia, Practicing Company Secretary (Membership No. ACS 26458 COP 11410) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
- 9) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 10) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 11) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.premcapltd.com](http://www.premcapltd.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

#### **INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING**

**The remote e-voting period begins 9:00 A.M. on Tuesday, September 26, 2023 and will end on 5:00 P.M. on Thursday, September 28, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





##### **Step 1. Access to NSDL e-Voting system.**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added

Type of shareholders	Login Method
	<p>services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to</li> <li>NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<b>For Members who hold shares in demat account with NSDL.</b>	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
<b>For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
<b>For Members holding shares in Physical Form.</b>	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  2. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.



6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2. Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csanandlavingia@gmail.com](mailto:csanandlavingia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**CONTACT DETAILS**

<b>Company</b>	<b>PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED</b> 401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India <b>Phone:</b> +91 (0731) 2536127, +91 (0731) 2433348 <b>E-mail:</b> compliance.premium@gmail.com <b>Website:</b> <a href="http://www.premcapltd.com">www.premcapltd.com</a>
<b>Registrar and Transfer Agent</b>	<b>M/s. Ankit Consultancy Private Limited</b> Plot No. 60, Electronic Complex, Pardeshipura, Indore - 452010, Madhya Pradesh, India <b>Phone:</b> +91 (0731) 4949444 <b>E-mail:</b> <a href="mailto:compliance@ankitonline.com">compliance@ankitonline.com</a>
<b>e-Voting Agency &amp; VC / OAVM</b>	<b>Email:</b> <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> <b>NSDL help desk:</b> +91 - 22 - 4886 7000 and +91 - 22 - 2499 7000
<b>Scrutinizer</b>	Mr. Anand S Lavingia <b>Email:</b> <a href="mailto:csanandlavingia@gmail.com">csanandlavingia@gmail.com</a> ; <b>Tel No.:</b> +91 79 - 3578 9144

## EXPLANATORY STATEMENT

### (Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

#### Item No: 2

#### **To regularize appointment of Ms. Ruchismita Patel (DIN: 10269888) as Independent Director of the Company: - SPECIAL RESOLUTIONS**

Ms. Ruchismita Patel (DIN: 10269888) was appointed as an Additional (Non-Executive Independent) Director w.e.f. August 11, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Ruchismita Patel (DIN: 10269888) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Ms. Ruchismita Patel (DIN: 10269888) for the office of Professional - Non-Executive Independent Director of the Company and to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

Ms. Ruchismita Patel (DIN: 10269888), aged 30 years, is having experience of more than a Half-decade in the field of Teaching. Further she has also engaged in various consulting services.

The Company has received from Ms. Ruchismita Patel (DIN: 10269888) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013; (iii) declaration that she meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations; (iv) declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and (v) a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Ruchismita Patel (DIN: 10269888) as a director of the Company.

Accordingly, Ms. Ruchismita Patel (DIN: 10269888), aged 30 years was appointed as an Additional Director categorized as Independent Director by the Board for a term of five years with effect from August 11, 2023 up to August 10, 2028, subject to the approval of members of the Company.

A copy of the draft letter for the appointment of Ms. Ruchismita Patel (DIN: 10269888) as Independent Director setting out the terms and conditions is available for inspection of members in electronic form.

In terms of Section 152 and Schedule IV of the Companies Act, 2013, the board is of the opinion that Ms. Ruchismita Patel (DIN: 10269888), fulfils the conditions for her appointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members by way of Special Resolutions, for appointment of Ms. Ruchismita Patel (DIN: 10269888), as Independent Director on the Board of the Company for a term of five consecutive years effective from August 11, 2023 up to August 10, 2028.

The Nomination and Remuneration Committee and the Board recommend the resolution set forth in Item no. 2 for the approval of the members as Special Resolutions.

Except Ms. Ruchismita Patel (DIN: 10269888) and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 2 of the Notice.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

#### Item No: 3

#### **To regularize appointment of Ms. Arti Gour (DIN: 10269658) as Independent Director of the Company: - SPECIAL RESOLUTIONS**

Ms. Arti Gour (DIN: 10269658) was appointed as an Additional (Non-Executive Independent) Director w.e.f. August 17, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Arti Gour (DIN: 10269658) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Ms. Arti Gour (DIN: 10269658) for the office of Professional - Non-Executive Independent Director of the Company and to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

Ms. Arti Gour (DIN: 10269658), aged 49 years, is having experience of more than a decade in the field of Teaching. Further she has also engaged in various consulting services and office administration.

The Company has received from Ms. Arti Gour (DIN: 10269658) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013; (iii) declaration that she meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations; (iv) declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and (v) a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Arti Gour (DIN: 10269658) as a director of the Company.

Accordingly, Ms. Arti Gour (DIN: 10269658), aged 49 years was appointed as an Additional Director categorized as Independent Director by the Board for a term of five years with effect from August 17, 2023 up to August 16, 2028, subject to the approval of members of the Company.

A copy of the draft letter for the appointment of Ms. Arti Gour (DIN: 10269658) as Additional (Non-Executive Independent) Director setting out the terms and conditions is available for inspection of members in electronic form.

In terms of Section 152 and Schedule IV of the Companies Act, 2013, the board is of the opinion that Ms. Arti Gour (DIN: 10269658), fulfils the conditions for her appointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members by way of Special Resolutions, for appointment of Ms. Arti Gour (DIN: 10269658), as Independent Director on the Board of the Company for a term of five consecutive years effective from August 17, 2023 up to August 16, 2028.

The Nomination and Remuneration Committee and the Board recommend the resolution set forth in Item no. 3 for the approval of the members as Special Resolutions.

Except Ms. Arti Gour (DIN: 10269658) and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 3 of the Notice.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

#### **Item No: 4**

#### **To regularize appointment of Ms. Papita Nandi (DIN: 09613512) as Professional Non-Executive Director of the Company: - SPECIAL RESOLUTIONS**

Ms. Papita Nandi (DIN: 09613512) was appointed as an Additional (Non-Executive) Director w.e.f. August 11, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Papita Nandi (DIN: 09613512) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Ms. Papita Nandi (DIN: 09613512) for the office of Professional Non-Executive Director of the Company and to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

Ms. Papita Nandi (DIN: 09613512), aged 42 years, She is having good investment Strategies and Planning Qualities for Capital Market and having experience of more than a decade in the same field.

The Company has received from Ms. Papita Nandi (DIN: 09613512) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letter for the appointment of Ms. Papita Nandi (DIN: 09613512) as Additional (Non-Executive) Director setting out the terms and conditions is available for inspection of members in electronic form.

The resolution seeking the approval of members is proposed for the appointment of Ms. Papita Nandi (DIN: 09613512) as Professional (Non-Executive) Director of the Company to hold office for a term of 5 (five) consecutive years with effect from August 11, 2023 to August 10, 2028 pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will be liable to retire by rotation.

The Nomination and Remuneration Committee and the Board recommend the resolution set forth in Item no. 4 for the approval of the members.

Except Ms. Papita Nandi (DIN: 09613512) and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 4 of the Notice.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

**Item No: 5**

**To regularize appointment of Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as Wholetime Executive Director of the Company - SPECIAL RESOLUTIONS**

The Board of Directors of the company ("the board") at its meeting held on August 11, 2023 had approved appointment of Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as Additional Wholetime Executive Director of the Company w.e.f. August 11, 2023 for a period of three years; subject to approval of Shareholders of the Company, liable to retire by rotation and on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Ms. Manisha Sudip Bhattacharya (DIN: 09630474), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval to regularize the appointment of and remuneration payable to Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as Wholetime Executive Director of the Company, in terms of the applicable provisions of the Act.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the appointment of Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as Wholetime Executive Director of the Company for a period of three years is now being placed before the Members for their approval by way of Special Resolutions.

**The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;**

**General Information:**

**Nature of Industry:** The Company is engaged in providing services as non-Banking financial company.

**Date or expected date of commencement of commercial production:** The Company has already commenced its commercial production since its incorporation.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

**Financial performance based on given indicators:**

(Rupees in Lakhs)

Particulars	F.Y. 2022-23	F.Y. 2021-22
Revenue from Operations	1.78	3.39
Other Income	0.01	2.72
<b>Total Income</b>	<b>1.79</b>	<b>6.10</b>
Operating Expenditure before Finance Cost, Depreciation and Amortization	2.77	4.97
<b>Earnings before Finance Cost, Depreciation and Amortization</b>	<b>2.77</b>	<b>4.97</b>
Less: Finance Cost	0	0
Depreciation and Amortization Expenses	0	0
<b>Profit/(Loss) before Tax</b>	<b>(0.98)</b>	<b>(28.64)</b>
Less: Tax Expense	0	(7.64)
<b>Profit/(Loss) after Tax (PAT)</b>	<b>(0.98)</b>	<b>(20.99)</b>

**Foreign investments or collaborations, if any:** Nil

**Information about the appointee:**

**Background Details:** Ms. Manisha Sudip Bhattacharya is living in Nagpur, Maharashtra. She has pursued B.com, M.com and LLB. She was a Branch Banking Manager in ICICI BANK, and has worked with Dewan Housing Finance Corp. Ltd and also she was Branch Manager in Weimann Homes Ltd. Now She is Associate with Adv. V.M. Kohatkar.

**Past Remuneration:** She has not been paid any remuneration by the Company till the date of this Notice.

**Recognition or awards:** Nil.

**Job Profile and his suitability:** Ms. Manisha Sudip Bhattacharya (DIN: 09630474), aged 51 years, Earlier She was serving as a Branch Banking Manager in ICICI Bank, and has worked with Dewan Housing Finance Corporation Limited and also She was Branch Manager in Weimann Homes Limited. Now she is associated with Adv. V.M. Kohatkar and having experience of more than a two decade in the same field.

**Terms and Conditions of Remuneration:-**

Basic Salary up to Rupees 60,000/- per year for a period of 5 years from the date of appointment;

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Ms. Manisha Sudip Bhattacharya (DIN: 09630474), the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Ms. Manisha Sudip Bhattacharya (DIN: 09630474) has no pecuniary relationship directly or indirectly with the company and is not related with any of the managerial personnel.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of three years w.e.f. August 11, 2023 until revised further.

The Board of Directors is of the view that the appointment of Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as Wholetime Executive Director will be beneficial to the operations of the Company and accordingly recommends the Special Resolutions at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Ms. Manisha Sudip Bhattacharya (DIN: 09630474) herself and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

**Registered office:**

401- Starlit Tower,  
29 - Y.N. Road, Indore - 452003,  
Madhya Pradesh, India

By order of the Board of Directors  
For, PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED  
CIN: L67120MP1992PLC007178

**Place:** Indore

**Date:** September 2, 2023

**Ms. Manisha Sudip Bhattacharya**

**Wholetime Director**

**DIN: 09630474**

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/ APPOINTMENT  
AT THE ANNUAL GENERAL MEETING**

*(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015 and Secretarial Standard II)*

Name	Ms. Ruchismita Patel (DIN: 10269888)	Ms. Arti Gour (DIN: 10269658)	Ms. Papita Nandi (DIN: 09613512)	Ms. Manisha Sudip Bhattacharya (DIN: 09630474)
<b>Date of Birth</b>	January 23, 1993	November 11, 1974	January 10, 1981	July 25, 1972
<b>Qualification</b>	Masters	Graduate	Masters	Masters
<b>Experience - Expertise in specific functional areas - Job profile and suitability</b>	Ms. Ruchismita Patel (DIN: 10269888), aged 30 years, is having experience of more than a Half-decade in the field of Teaching. Further she has also engaged in various consulting services.	Ms. Arti Gour (DIN: 10269658), aged 49 years, is having experience of more than a decade in the field of Teaching. Further she has also engaged in various consulting services and office administration.	Ms. Papita Nandi (DIN: 09613512), aged 42 years, She is having good investment Strategies and Planning Qualities for Capital Market and having experience of more than a decade in the same field.	Ms. Manisha Sudip Bhattacharya (DIN: 09630474), aged 51 years, Earlier She was serving as a Branch Banking Manager in ICICI Bank, and has worked with Dewan Housing Finance Corporation Limited and also She was Branch Manager in Weimann Homes Limited. Now she is associated with Adv. V.M. Kohatkar and and having experience of more than a two decade in the same field.
<b>No. of Shares held as on 31/03/2023</b>	Nil	Nil	Nil	Nil
<b>Terms &amp; Conditions</b>	Not liable to retire by rotation	Not liable to retire by rotation	Refer Explanatory Statement for Item No. 4 of this Notice	Refer Explanatory Statement for Item No. 5 of this Notice
<b>Remuneration paid in FY 2022-23</b>	Not applicable	Not applicable	Not applicable	Not applicable
<b>Remuneration sought to be paid</b>	Sitting Fees as may be decided by the Board from time to time.	Sitting Fees as may be decided by the Board from time to time.	Sitting Fees as may be decided by the Board from time to time.	Refer Explanatory Statement for Item No. 5 of this Notice
<b>Number of Board Meetings attended during the FY 2022-23</b>	Not applicable	Not applicable	Not applicable	Not applicable
<b>Date of Original Appointment</b>	August 11, 2023	August 17, 2023	August 11, 2023	August 11, 2023
<b>Date of Appointment in current terms</b>	August 11, 2023	August 17, 2023	August 11, 2023	August 11, 2023
<b>Directorships held in other public companies*</b>	Nil	Nil	Geniusbulls Investment Limited	Geniusbulls Investment Limited
<b>Memberships / Chairpersonships of committees of public companies*</b>	Nil	Nil	Nil	Nil
<b>Inter-se Relationship with other Directors.</b>	No Relation	No Relation	No Relation	No Relation

\*Includes only Audit Committee and Stakeholders' Relationship Committee.

\*Excluding Section 8 and Foreign Companies

PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED

CIN: L67120MP1992PLC007178

Regd. Off: 401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India

Phone No.: +91 (0731) 2536127, +91 (0731) 2433348; Web: www.premcapltd.com; Email: compliance.premium@gmail.com

ATTENDANCE SLIP

Regd. Folio No./DP Id No./Client Id No.\*
(\*Applicable for investor holding shares in electronic form.)
No. of Shares held
Name and Address of the First Shareholder
(IN BLOCK LETTERS)
Name of the Joint holder (if any)

I/we hereby record my/our presence at the 31st Annual General Meeting of Premium Capital Market And Investment Limited held on Friday, September 29, 2023 at 10:30 A.M. at 401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

Please tear here

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)
Registered Address
E-mail Id
Folio No./Client Id

I/We, being the member (s) of .....shares of the Premium Capital Market And Investment Limited, hereby appoint

- 1. Name: Address: E-mail Id: Signature: or failing him
2. Name: Address: E-mail Id: Signature: or failing him
3. Name: Address: E-mail Id: Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of Premium Capital Market And Investment Limited held on Friday, September 29, 2023 at 10:30 A.M. at 401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India and/or any adjournment thereof in respect of such resolutions as are indicated below:

Table with 3 columns: Resolution No., Resolution, and Vote (For, Against, Abstain). Rows include Ordinary businesses (Adoption of Standalone and Consolidated Financial Statement, Director appointment) and Special businesses (Director appointments).

Signed this.....day of.....2023

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of not less than INR 1

Note:

- 1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before Wednesday, September 27, 2023 at 10:30 A.M.).



## ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



**31<sup>st</sup> Annual General Meeting**

**Date:** Friday, September 29, 2023

**Time:** 10:30 A.M.

**Venue:** 401- Starlit Tower,  
29 - Y.N. Road,  
Indore - 452003,  
Madhya Pradesh, India.