



## Premium Capital Market & Investments Ltd.

Regd. Off. : 401, Starlit Tower, IV Floor, 29, Y.N. Road, Indore - 452 003  
Phone : 91-731-2433348, 2536127 ♦ Fax : 0731 - 4066309  
CIN : L67120MP1992PLC007178  
E-mail : premiumcompliance@yahoo.com

**Date:07/09/2022**

To,  
The Compliance Deptt,  
BSE Ltd, Phiroze Jeejeebhoy Tower,  
25th Floor, Dalal Street,  
MUMBAI – 400001

**BSE CODE: 511660**

**Subject: Submission of ANNUAL REPORT of the company.**

Dear Sir/Madam,

We are enclosing herewith the Annual Report for the year ending 31.03.2022.

You are requested to please take the same on record .

Thanking you  
Yours faithfully

**Premium Capital Market and Investment Limited.**



**Nitin Kanodia**  
**Director**  
**DIN: 08374026**

30<sup>th</sup>

Annual Report 2021-22



*Premium*

PREMIUM  
CAPITAL MARKET &  
INVESTMENT LIMITED



**BOARD OF DIRECTORS**

Mr. Deoraj Pathak, Independent Director  
Mr. Nitin Kanodia, Independent Director  
Mrs. Sarita Pandey, Additional director

**CHIEF FINANCIAL OFFICER**

Mr. Jeevan Goyal

**COMPANY SECRETARY**

Miss Neetu Sharma

**AUDITORS**

S N Gadiya & Co,  
Chartered Accountants,  
311, 3<sup>rd</sup> Floor Sapna Chamber,  
12/1 South Tukhoganj, Indore (M.P)

**SECRETARIAL AUDITOR**

CS Sudhanya Sengupta  
Practicing Company Secretary,  
Office: 3/68, Vidya Sagar, Kolkata – 700047

**REGISTRAR & SHARE TRANSFER AGENT**

M/s. Ankit Consultancy Pvt. Ltd.,  
Plot No. 60, Electronic Complex,  
Pardeshipura, Indore – 452010 (M. P.)

**REGISTERED OFFICE**

401, Starlit Tower, 4<sup>th</sup> Floor, 29, Y.N. Road,  
Indore (M.P.) - 452003  
Tel: 2536127, 24 33348

**Website: [www.premiumcapital.in](http://www.premiumcapital.in)**



## NOTICE

NOTICE is hereby given that 30<sup>th</sup> Annual General Meeting of Premium Capital Market and Investments Limited will be held on Friday, 30<sup>th</sup> Day of September, 2022 at 10.00 A.M. at registered office at 401, Starlit Tower, 4<sup>th</sup> Floor, 29 Y.N. Road, Indore (M.P.) – 452003 of the company and through remote E-voting , to transact the following business:

### I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 including Audited Balance Sheet as at 31st March, 2022 and audited Statement of Profit & Loss Account for the year ended on 31st March, 2022 and the Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon, and in this regard pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2022 including Audited Balance Sheet as at 31st March, 2022, the Statement of Profit & Loss Account for the year ended on 31st March, 2022 and the Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted.”

2. To Re-appoint M/s. S.N. Gadiya& Co., Chartered Accountants, Statutory Auditors of the Company, to hold office until the conclusion of the 33<sup>th</sup> Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provision of Section 139 of the Companies Act, 2013, the **Companies (Audit and Auditors) Rules, 2014**, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. S.N. Gadiya& Co., Chartered Accountants, Indore with Firm Registration Number 002052C, be and are hereby appointed as the Statutory Auditors of the Company to hold Office till the conclusion of the 33<sup>th</sup> Annual General Meeting, at a remuneration as may be mutually agreed upon between the Board and the aforesaid Auditors”.

3. To Re-appoint a director Mr.Deoraj Pathak who retires by rotation and being eligible, offers himself for re-appointment as Director of the Company along with the Position of Whole time Director of the Company, whose office shall be liable to retirement by rotation.

“**RESOLVED THAT** Mr. Deoraj Pathak who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible to be and is hereby reappointed as Director of the Company and Continue holding the position of director of the Company, whose office shall be liable to retirement by rotation.”

### II. SPECIAL BUSINESS:

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

That the company has paid its income tax liability under the Vivad se Vishwas scheme for which funds were raised by sale of 350000 unquoted shares held by the company in M/s Premium Global Securities Pvt. Ltd. The said stake was sold at par i.e.@ 10/- per share which is reasonable looking into the fact that the company Premium Global Securities Pvt Ltd has closed its stock broking business

4.

and that there is no market or buyer for the said shares being unlisted shares. The permission to sell the unquoted shares held by the company was previously granted by the shareholders in the 27<sup>th</sup> AGM held on 20<sup>th</sup> September, 2019. The shares are now sold to the following persons out of whom 2 purchasers belong to the promoter and promoter group. The company has received full consideration for the sale.

**“RESOLVED THAT** the sale of unquoted shares held in Premium Global Securities Pvt. Ltd. to the following purchasers at par i.e. @ 10/- per share is hereby approved.

Sr. No.	Name of Purchaser	No. of shares	Amount in Rs.	Remark
1	Mr. Gaurav Bandi	185000	1850000/-	Relative of Promoter
2	Mrs. Sushma Bandi	100000	1000000/-	Promoter
3	M/s. HNJ Stock Broking Pvt. Ltd.	65000	650000/-	No Relation with Promoters

Necessary formalities done for transfer of shares in the name of the purchasers is also approved”.

5. That the company is not able to do much business due to changes in regulatory environment in financial markets and also due to lack of funds, it is proposed that the company may look out for new business opportunities other than financial services for which the main object clause of the company be changed as per the needs of the new business.

**ALTERATION IN THE MAIN OBJECT I.E. CLAUSE III(A) OF THE COMPANY’S MEMORANDUM OF ASSOCIATION:**

**“RESOLVED THAT**, pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and the rules framed there under and subject to the approval of Shareholders in Annual general meeting, the Main Object i.e. Clause III(A) Of the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause:

To carry on in India or in any part of the world the business of construction, promotion, development and colonizer of any type of residential, commercial, multistoried buildings, flats, houses, apartments, agricultural lands, cinemas, hotels, bridges, road or works of any description on any land, buying and selling the same in full or in parts and giving it away or parting away the possession of the same in full or in parts on lease, hire or licence basis or in any other manner to individual, partnership concerns, companies or to general public on such terms and conditions as may be considered necessary to construct and to act as consultants and civil contractors for any individuals, firms, companies, Government Authorities or semi Government Authorities for the construction of buildings of all description, roads, earth work, tanks, bridge, tunnels, road-sidings, dock, ports, drains, culverts, channels, sewage, power house, railway sidings or other constructional works related there to in India or abroad to deal with all kinds of immovable properties free-hold or leasehold or having any other rights interest or share attached to them whether belonging to the company or not. To act as agent for sellers and buyers for lands, buildings, flats both commercial and residential, agricultural farms and other immovable properties in India or abroad and to collect rent and income.”

6. **ALTERATION IN THE NAME OF THE COMPANY:-**

That with the change in the main object clause the name of the company will also be required to change to align with



**“RESOLVED THAT**, pursuant to the provisions of section 13(2) and other applicable provisions of the Companies Act, 2013 if any and the rules framed there under and subject to the approval of the Registrar of Companies, Central Registration Centre and further subject to the approval of Shareholders at the ensuing Annual General Meeting, the consent of the shareholder is hereby accorded to make an application for reservation of Name in order to change the name of Company from **“PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED”** to **“PREMIUM REAL ESTATE AND INVESTMENTS LIMITED”** OR **“PREMIUM REAL ESTATE DEVELOPERS LIMITED OR PREMIUM CAPITAL AND REALTY LIMITED OR PREMIUM CAPITAL DEVELOPERS LIMITED”** subject to its availability with the Central Registration Centre.

By order of the Board of Directors  
**Premium Capital Market and Investment Limited**

**Place: Indore**  
**Date: 06.09.2022**  
**Registered office**  
**401, Starlit Tower, 4th Floor**  
**29 Y.N. Road, Indore (M.P.) 452003**

**Nitin Kanodia**  
**DIN: 08374026**  
**Director**



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**EXPLANATORY STATEMENT**

Explanatory statement pursuant to section 102(10) of the Companies Act 2013 in respect of:-

**ITEM NO.4**

The company has paid its income tax liability under the Vivad se Vishwas scheme for which funds were raised by sale of 350000 unquoted shares held by the company in M/s Premium Global Securities Pvt. Ltd. The said stake was sold at par i.e. @ 10/- per share which is reasonable looking into the fact that the company Premium Global Securities Pvt. Ltd has closed its stock broking business and that there is no market or buyer for the said shares being unlisted shares. The permission to sell the unquoted shares held by the company was previously granted by the shareholders in the 27<sup>th</sup> AGM held on 20<sup>th</sup> September, 2019. The shares are now sold to the following persons out of whom 2 purchasers belong to the promoter and promoter group. The company has received full consideration for the sale.

<b>Sr. No.</b>	<b>Name of Purchaser</b>	<b>No. of shares</b>	<b>Amount in Rs.</b>	<b>Remark</b>
1	Mr. Gaurav Bandi	185000	1850000/-	Relative of Promoter
2	Mrs. Sushma Bandi	100000	1000000/-	Promoter
3	M/s. HNJ Stock Broking Pvt. Ltd.	65000	650000/-	No Relation with Promoters

**ITEM NO.5**

**ALTERATION IN THE MAIN OBJECT I.E. CLAUSE III(A) OF THE COMPANY'S MEMORANDUM OF ASSOCIATION:**

That the company is not able to do much business due to changes in regulatory environment in financial markets and also due to lack of funds, it is proposed that the company may look out for new business opportunities other than financial services for which the main object clause of the company be changed as per the needs of the new business..

**ITEM NO.6**

**ALTERATION IN THE NAME OF THE COMPANY:-**

That with the change in the main object clause the name of the company will also be required to change to align with the new business..

## Notes:

1. The deemed venue for 30<sup>th</sup>AGM shall be the Registered Office of the Company at 401, Starlit Tower, 4<sup>th</sup> Floor, 29 Y.N. Road, Indore (M.P.) – 452003.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend vote instead of him and the proxy need not be a member. Proxies, in order to be effective, must be received at the registered office of the company not less than 48 hours before this annual general meeting.  
  
Person can act as proxy on behalf of members not-exceeding fifty and holding in 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 proxy for any other person or shareholder.
3. Register of Member and Share Transfer Book of the Company will remain closed from 24-09-2022 to 30-09- 2022 (both day inclusive).
4. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of the businesses under item no. 3 to 9 as set out above is annexed hereto.
5. Members are requested to notify immediately any change of address;
  - i. to their Depository Participants (DPs) in respect of their electronics share account ;and
  - ii. To the Company’s Share Transfer Agents in respect of their physical share folios, if any.
6. Non-resident Indian Shareholders are requested to inform Share Transfer Agent immediately:
  - a) The change in the residential status on return to India for permanent settlement.
  - b) The particulars of NRE Account with a Bank in India .if not furnished earlier.
7. All documents referred to in accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturday between 10.00 A.M.to 5.00.PM
8. In all correspondence with the company members are requested to quote their folio number and in case shares are held in electronic form, they should quote Client ID and DP ID Number.
9. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folio together with the share certificate for consolidating their holding in one folio. The share certificate will be returned to the members after making requisite changes thereon.
10. Members desired of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 10 days before the date of the Meeting so the information required may be available at the Meeting.
11. The Company has connectivity from the NSDL and CDSL equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members /investors having their depository account. The ISIN No. for the Equity Share of the Company is INE555D01019. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agent Ankit Consultancy Pvt. Ltd, 60, Electronic Complex, Pardesipura, Indore





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**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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12. As per the provisions of the Companies Act, 2013 facility for making nominations is available to INDIVIDUALS holding shares in the Company. Therefore the shareholders holding share certificate in physical form and willing to avail this facility may make nomination Form-SH-13, which may be sent on request. However, in case of demat holdings; the shareholders should approach to their respective depository participants for making nominations.
13. . The relevant details as required by Regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of person seeking appointment / re-appointment as Directors under item nos. 3 and 4 of the notice, are also annexed.
14. Members who hold shares in dematerialized form are requested to inform their Client ID and DP ID number for easier identification for attendance at the meeting.
15. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail benefit of dematerialization.
16. 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 the Depository participant with whom they are maintaining the DEMAT account. Member holding shares in physical form can submit their copy of PAN to the Company.
17. The Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those members whose email addresses are registered with the company or the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. To support the “Green Initiative”, the members who have not registered their email addresses are requested to register the same with Registrar of the Company/ Depositories. Members shall be entitled to be furnished hard copy, within 7 working days after he has made arequest in that behalf to the Company, on advance payment of a sum of ten rupees (Rs. 50/-) for each page or part of any page.
18. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the year 2021-22 will also be available on the Company’s website at [www.Premiumcapital.in](http://www.Premiumcapital.in). The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during business hours (10.00 A.M. to 5.00 P.M.) on all working days except Saturday and Sunday up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company’s investor email id: [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com).
19. Since the meeting will be conducted through E-voting facility, the route map is not annexed to this Notice.
20. 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) Amendment Rules, 2015, the Company is pleased to provide members’ facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting Services provided by Central Depository Services (India) Limited (CDSL): The instructions for shareholders voting electronically are as under:

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 27<sup>th</sup> September 2022, 10:00 am and ends on 29<sup>th</sup> September 2022 5:00pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at</li> </ol>

	<p><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) 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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is 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></p> <p>3) 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 NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	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> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	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 toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the



they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800225533.

By order of the Board of Directors  
**Premium Capital Market and Investment Limited**

**Place: Indore**  
**Date:07.09.2022**  
**Registered office**  
**401, Starlit Tower, 4th Floor**  
**29 Y.N. Road, Indore (M.P.) 452003**

**Nitin Kanodia**  
**DIN: 08374026**  
**Director**



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**DIRECTORS' REPORT**

To,  
The Members,  
Premium Capital Market and Investment Limited  
Indore-452003

Your directors are pleased to present the 30<sup>th</sup> Annual report together with the Audited Financial Statements for the year ended on 31st March, 2022.

**FINANCIAL RESULTS**

Financial Result of the company for the year under review along with the comparative figures for previous years is as follows:

	(In Lakhs)	
	<b>2021-22</b>	<b>2020-21</b>
Total Income from operations	3.39	1.49
Profit (Loss) before tax and depreciation	1.14	(10.93)
Less : Depreciation	0.00	0.00
Profit (Loss) before Tax	1.14	(10.93)
Previous year's adjustment	0.00	0.00
Extra Ordinary Items	(29.78)	0.00
Provision for Tax	(7.64)	0.00
	(20.99)	(10.93)
Add : Balance brought forward from previous year	(647.45)	(636.52)
Add:- Depreciation/Amortization effect given for previous years	(00.00)	(00.00)
Losses carried to Balance Sheet	(668.45)	(647.45)
Earnings Per Share	(0.00)	(0.00)

**DIVIDEND**

Since the company does not have enough profits for the current year and also there are carried forward losses your directors have not recommended any dividend for the year ended 31st March, 2022.

**REVIEW ON OPERATIONS**

During the Financial Year 2021-22, the Company has losses of Rs (20.99) Lacs in comparison to last year's losses of Rs. (10.93) Lacs. The company's funds are blocked with old debtors and advances which are not recoverable and therefore necessary provisions have already been made in the books of accounts and during the current year Company has paid old Income tax liability of Rs. 30.00 lacs which is related to A.Y.1996-97. The company is presently undertaking fees



based services only. In absence of the liquidity of funds the company could not generate comparatively better results as compared to earlier years.

#### **RISK MANAGEMENT POLICY AND ITS INTERNAL ADEQUACY**

The Company has reasonable system of internal control comprising authority levels and the powers, supervision, checks, policies, and the procedures. The Audit Committee consists of Shri Deoraj Pathak (Chairman of the Audit Committee), Shri Nitin Kanodia (Director) & Ms. Swati Singh (Director).

The Company has hired the services of a professional firm of chartered accountants, to function as independent internal auditors and to assist the management in effective discharge of its responsibilities by furnishing it with findings, observations and pertinent comments, checking adequacy of internal controls, adherence to regulatory compliance and company's policies and procedures, analysis and recommendations concerning the activities covered for audit and conducting a review of it during the year. Findings of internal audit reports and effectiveness of internal control measures is reviewed by top management and audit committee of the Board.

The said Committee reviews the adequacy of internal control system and the Compliance thereof. Further the annual financial statement of the company are reviewed and approved by the committee and placed before the Board for the consideration. The committee also reviewed the internal control system during the year.

#### **SHARE CAPITAL & LISTING**

The Equity Share of the Company can also be kept in Electronic form; your Company has obtained connectivity from the Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd (NSDL) to provide facilities to all members and investors to hold the Company's shares in Dematerialized form.

The equity share of the company is listed on BSE. The trading in shares of the company are suspended from trading by Bombay Stock Exchange (BSE) due to nonpayment of penalty. The company has given representation to BSE to reverse the penalty final personal hearing is pending for the same.

#### **DIRECTORS**

The Board consists of 3 (Three) directors and Mr.Deoraj Pathak is liable to retire by rotation.

The Board of Directors has Proposed to reappoint Mr.Deoraj Pathak as Director who is retired by rotation and being eligible for offers herself for re-appointment as Director of the Company along with the Position of Whole time Director of the Company, whose office shall be liable to retirement by rotation.

#### **NUMBER OF MEETINGS OF THE BOARD**

The following Meetings of the Board of Directors were held during the Financial Year 2021-22:

<b>S No</b>	<b>Date of Meeting</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1	12 Feb 2021	3	3
2	30 Jun 2021	3	3
3	12 Aug 2021	3	3
4	27 Nov 2021	3	3
5	10 Feb 2022	3	3





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**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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**AUDIT AND OTHER COMMITTEES**

Pursuant to the provisions of Companies Act, 2013, company has Audit Committee, Stakeholders Relation Committee and Nomination and Remuneration Committee.

**PUBLIC DEPOSITS**

The Company did not accept any public deposits during the year under review.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES**

The Company does not have any subsidiary Company and Joint venture company. However, Premium Global Securities is an associate of the company

**REPORT ON CORPORATE SOCIAL RESPONSIBILITIES**

The provisions of Section 135 of The Companies Act, 2013 is not applicable to the company hence the report on corporate social responsibilities is not required to be annexed.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY:**

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments provided by the Company under Section 186(4) of the Act as at the end of the Financial Year 2021-22 are disclosed in the Notes to the Financial Statement attached with the Board Report.

**DECLARATION OF INDEPENDENCE**

Your Company has received declaration from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules made there under as well as of the Listing Agreement.

**WHISTLE BLOWER POLICY**

The Company has a Whistle Blower Policy to report genuine concerns or grievances.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO**

In view of the nature of activities which are being carried on by the Company, Rule 8(3) A and B of the Companies (Accounts) Rules, 2014, concerning conservation of energy and technology absorption respectively are not applicable to the Company. However as per Rule 8(3) C, Expenditure & Earnings in foreign currency is Nil in current year as well as previous year.

**DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the provision of Section 134(5) of the Companies Act, 2013 as amended with respect to Director's responsibility statement and subject to where so ever otherwise contained in the Audit Report, Your Directors hereby confirm:

- i) That in the preparation of the annual accounts for the financial period ended on 31st March, 2022 the applicable accounting standards had been followed, along with proper explanation relating to material departures;
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial period ended and of the profit or loss of the Company for the period under review;



## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

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- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the Directors have prepared the annual accounts on a going concern basis.
- v) The Company being unlisted, sub clause (e) of section 134(5) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.
- vi) The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### AUDITOR

Audit Committee of the Company recommended and approved by the Member of the Company, the appointment of **S.N.GADIYA & Co.**, having (Firm Reg No. 002052C) Chartered Accountants, as Statutory Auditors of the Company, to hold office until the conclusion of the 33th Annual General Meeting and to fix their remuneration.

The written Consent regarding said appointment is received from auditors to act as Statutory Auditors of your Company and have also confirmed that the said appointment would be in conformity with the provisions of sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

### AUDITOR'S REPORT

The Auditors in their report have referred to the Notes forming part of the Accounts, considering the principle of the materiality; the notes are self-explanatory and need no comments.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A detailed report on management discussions and analysis report as a separate statement in the Annual Report

### CORPORATE GOVERNANCE

According to Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 Regulation 17 to Regulation 27 related to corporate governance and compliance report on corporate governance under Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is not applicable in respect of the listed entity having paid up equity share capital not exceeding rupees Ten crore and net worth not exceeding rupees Twenty Five crore, as on the last day of the previous financial year.

As the paid up capital of our company is Rs 6,55,37,000 and net worth is Rs (1307560) which is not exceeding the limits specified in Regulation 15 (2) of SEBI (LODR), Regulations, the Company is not required to mandatorily comply with corporate governance report and regulations related thereto. Your board is determined to continue to comply these norms whenever they become applicable on the company.

### EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual return in form MGT-9 is annexed herewith as "Annexure A".

### SECRETARIAL AUDIT

Pursuant to the provision of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed Mrs Sudhanya Sengupta, Practicing Company Secretary (Membership No. F7057 CP No. 7756) to undertake the Secretarial audit of the company. The Secretarial Auditor Report is annexed herewith as "Annexure B".



The Secretarial Auditor in his report has made following qualifications:

- 1) The company is defending few penalties related to previous years imposed by Bombay Stock Exchange and has made representation to BSE for reversal of penalty amount and to revoke the suspension decision of BSE is awaited.
- 3) The company has not paid listing fees for More than 3 years due to which company is eligible to be delisted in future.

Response to Qualification (1): The shares of the company are suspended on BSE for non-payment of penalty amount. The company has made representation to BSE for reversal of penalty amount and to revoke the suspension. We are awaiting a positive response from BSE.

Response to Qualification (2): The Company has not been able to pay the listing fees for more than 3 years. However the company has made payments in small installments and also the company has made a representation to BSE and SEBI to reduce the heavy annual listing fees which is a burden on small companies like ours. That in last 5 years the listing fees has been increased by 10 times which is a heavy burden on financially weak company like ours. Response from BSE is awaited.

#### **CEO / CFO CERTIFICATION:**

As required under Regulation 17(8) of SEBI (LODR) Regulations, 2015 the CEO /CFO certificate for the financial year 2021-22 signed by Mr. Jeevan Goyal, CFO was placed before the Board of Directors.

#### **RELATED PARTY TRANSACTIONS**

In accordance with the provisions of Section 188 of the Companies Act, 2013 and rules made there under, the transactions entered into with related parties are in the ordinary course of business and on an arm's length basis, the details of which are included in the notes forming part of the financial statements. There are no material contracts or arrangement or transactions during the year. Accordingly, information in Form AOC-2, is not annexed.

#### **PREVENTION OF INSIDER TRADING**

The company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and designated employees of the company. The code requires pre-clearance for dealing in the company's shares and prohibits the purchase or sales of company shares by the Directors and designated employees by in possession of unpublished price sensitive information in relation to the company and during the period when the trading window is closed. The compliance officer is responsible for implementation of the code.

All Board of Directors and designated employees have confirmed compliances with the code.

#### **WINDING UP**

One of the public shareholder of the company has filed a company petition before the NCLT, Ahmedabad Bench for winding up of the company, the petition is admitted and further proceedings are pending before the court.

#### **MATERIAL CHANGES AND COMMITMENT**

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of Board's Report.

There is no change in the nature of business of the Company during the financial year under review.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is formulated by the company.



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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Your Director wish to place on record their sincere appreciation and acknowledge with the gratitude forth assistance, co-operation and encouragement by valued customers, suppliers, bankers, shareholders and employees of the Company and look forward for their continued support.

By order of the Board of Directors  
**Premium Capital Market and Investment Limited**

**Place: Indore**  
**Date: 07.09.2022**

**Registered office**  
**401, Starlit Tower, 4th Floor**  
**29 Y.N. Road, Indore (M.P.) 452003**

**Sd/-**  
**Nitin Kanodia**  
**DIN: 08374026**  
**Director**



**Annexure "A"**

**Form No. MGT-9**

**Extract Of Annual Return As On The Financial Year Ended On 31<sup>st</sup> March, 2022**

[Pursuant To Section 92(3) Of The Companies Act, 2013 And Rule 12(1) Of The Companies (Management And Administration) Rules, 2014]

**5. REGISTRATION AND OTHER DETAILS:**

i.	CIN	L67120MP1992PLC007178
ii.	Registration Date	24 <sup>th</sup> June, 1992
iii.	Name of the Company	Premium Capital Market & Investment Limited
iv.	Category / Sub-Category of the Company	Company limited by shares/ Indian non Govt. company
v.	Address of the Registered office and contact details	401, 4 <sup>th</sup> Floor, Starlit Tower, 29, Y.N.Road, Indore (M.P) – 452001Tel : 2536127, 2433348
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel.:0731 -4281333,

**1. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/	to total turnover of service % the company
1	Financial Consultancy Services	99715910	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary/	% of shares held Associate	Applicable Section
1.	Premium Global Securities Pvt. Ltd.	U67120MP1995PTC009435	Associate	31.58	2(6)



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity\*)**

**2. Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	2647398	204720	2852118	43.52	2647398	204720	2852118	43.52	Nil
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):-</b>	<b>2647398</b>	<b>204720</b>	<b>2852118</b>	<b>43.52</b>	<b>2647398</b>	<b>204720</b>	<b>2852118</b>	<b>43.52</b>	<b>Nil</b>
<b>2) Foreign</b>									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	500	500	0.01	-	500	500	0.01	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	<b>-</b>	<b>500</b>	<b>500</b>	<b>0.01</b>	<b>-</b>	<b>500</b>	<b>500</b>	<b>0.01</b>	<b>-</b>
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii) Overseas	59412	304300	363712	5.55	59412	304300	363712	5.55	(0.01)



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

b)	Individuals								
(i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	928928	1382100	2311028	35.26	969628	1341400	2311028	35.26	0.02
I. Individuals shareholders holding nominal share capital In excess Of Rs. 1 lakh	477633	-	477633	7.29	477633	-	477633	7.29	0.00
c) Other (NRI & OCB)	21309	527400	548709	8.37	21309	527400	548709	8.37	(0.02)
Sub-total (B) (2)	1487282	2213800	3701082	56.48	1527982	2173100	3701082	56.48	(0.00)
Total Public Shareholding (B)=(B)(1)+(B)(2)	1472582	2213800	3701582	56.48	1527982	2173600	3701582	56.48	(0.00)
C. Share held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	41346802	419020	6553700	100	4175380	2378320	6553700	100	0.00

**ii. Shareholding of Promoter\*:**

Sr.	Shareholder's	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total share of the company	% of Share Pledged Encumbered to total Share	No. of Share	% of Total Shares of the company	% of Shares Pledged/ encumbered to total shares	% change in share Holding During the year
1.	ARUN KUMAR SALGIA	300	0.00	0.00	300	0.00	0.00	0.00
2.	ASHOK RAMCHANDANI	100	0.00	0.00	100	0.00	0.00	0.00
3.	DEEPIKA SALGIA	1300	0.02	0.00	1300	0.02	0.00	0.00
4.	DR. (MRS) SUSHMA BANDI	1285000	19.61	0.00	1285000	19.61	0.00	0.00
5.	DR. (MRS.)NEELA WAGHMARE	5000	0.08	0.00	5000	0.08	0.00	0.00
6.	DR. ARUN WAGHMARE	5000	0.08	0.00	5000	0.08	0.00	0.00
7.	GAURAV BANDI	842700	12.86	0.00	842700	12.86	0.00	0.00
8.	GEETA DEVI AGRAWAL	1000	0.02	0.00	1000	0.02	0.00	0.00
9.	HARISH RAMCHANDANI	100	0.00	0.00	100	0.00	0.00	0.00
10.	HEMLATA JOSHI	100	0.00	0.00	100	0.00	0.00	0.00
11.	JITENDRA KUMAR SALGIA	100	0.00	0.00	100	0.00	0.00	0.00
12.	KAMAL KANTH SETH	500	0.01	0.00	500	0.01	0.00	0.00



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

13	KANHAIYALAL BANDI	10000	0.15	0.00	10000	0.15	0.00	0.00
14	KHARBAN MAURYA	1000	0.02	0.00	1000	0.02	0.00	0.00
15	MADHU BANDI	100	0.00	0.00	100	0.00	0.00	0.00
16	MAHESH KHANDELWAL	10	0.00	0.00	10	0.00	0.00	0.00
17	MANMAL KHAPRA	10	0.00	0.00	10	0.00	0.00	0.00
18	MIS. KOKILA BANDI	2500	0.04	0.00	2500	0.04	0.00	0.00
19	MISS. DIVYA BANDI	46700	0.71	0.00	46700	0.71	0.00	0.00
20	MISS. NEHA BANDI	59200	0.90	0.00	59200	0.90	0.00	0.00
21	NARAYAN DUBEY	100	0.00	0.00	100	0.00	0.00	0.00
22	NARENDRA PREMRAJ CHUTTAR	2500	0.04	0.00	2500	0.04	0.00	0.00
23	NIRAMALA JAIN	500	0.01	0.00	500	0.01	0.00	0.00
24	OM PRAKASH KABRA	100	0.00	0.00	100	0.00	0.00	0.00
25	PRAVIN PREMRAJ CHUTTAR	2448	0.04	0.00	2448	0.04	0.00	0.00
26	PREM NEEMA	38300	0.58	0.00	38300	0.58	0.00	0.00
27	PUSHPA BANDI	3400	0.05	0.00	3400	0.05	0.00	0.00
28	PUSHPENDRA BANDI	400	0.01	0.00	400	0.01	0.00	0.00
29	R.N. CHOPRA	1000	0.02	0.00	1000	0.02	0.00	0.00
30	RAJESH PARIKH	2000	0.03	0.00	2000	0.03	0.00	0.00
31	RAJMANI MAURYA	1000	0.02	0.00	1000	0.02	0.00	0.00
32	RAMILA R. PADLIYA	100	0.00	0.00	100	0.00	0.00	0.00
33	RAMKUMAR DUBEY	100	0.00	0.00	100	0.00	0.00	0.00
34	SARLA KUMARI BANDI	3000	0.05	0.00	3000	0.05	0.00	0.00
35	SASHI JUNEJA	2500	0.04	0.00	2500	0.04	0.00	0.00
36	SHARAD JODHI	100	0.00	0.00	100	0.00	0.00	0.00
37	SHIV NARAYAN SULE	100	0.00	0.00	100	0.00	0.00	0.00
38	Shri MAHESH CHANDRA ASAWA	16820	0.26	0.00	16820	0.26	0.00	0.00
39	SHRI AJAY JORMAL MEHTA	5000	0.08	0.00	5000	0.08	0.00	0.00
40	SHRI ASHOK KUMAR GANDHI	500	0.01	0.00	500	0.01	0.00	0.00
41	SHRI ATUL AGRAWAL	100	0.00	0.00	100	0.00	0.00	0.00
42	SHRI B.V.VAVIKAR	2500	0.04	0.00	2500	0.04	0.00	0.00
43	SHRI CHANDMAL JI KHAPRA	100	0.00	0.00	100	0.00	0.00	0.00
44	SHRI DILIP KHAPRA	100	0.00	0.00	100	0.00	0.00	0.00
45	SHRI DYANESHWAR BANKHELE	2500	0.04	0.00	2500	0.04	0.00	0.00
46	SHRI GYANCHAND SETH	100	0.00	0.00	100	0.00	0.00	0.00
47	SHRI HANSKUMAR BANDI	3500	0.05	0.00	3500	0.05	0.00	0.00





**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

48.	SHRI JOSEPH SEBASTIN	100	0.00	0.00	100	0.00	0.00	0.00
49.	SHRI K.B.JOSE	100	0.00	0.00	100	0.00	0.00	0.00
50.	SHRI KANTILALJI BANDI	2500	0.04	0.00	2500	0.04	0.00	0.00
51.	SHRI KESHARIMALJI BANDI	2500	0.04	0.00	2500	0.04	0.00	0.00
52.	SHRI MAHENDRA KUMAR BANDI	3500	0.05	0.00	3500	0.05	0.00	0.00
53.	SHRI MUKESH PATANGIA	100	0.00	0.00	100	0.00	0.00	0.00
54.	SHRI RAJENDRA BIHARI PADLIYA	100	0.00	0.00	100	0.00	0.00	0.00
55.	SHRI RAJENDRA KUMAR BANDI	100	0.00	0.00	100	0.00	0.00	0.00
56.	SHRI SANJAY MAHAJAN	100	0.00	0.00	100	0.00	0.00	0.00
57.	SHRI SANTOSH KUMAR BANDI	2500	0.04	0.00	2500	0.04	0.00	0.00
58.	SHRI SAURABH BANDI	2500	0.04	0.00	2500	0.04	0.00	0.00
59.	SHRI SHAMBHU DUTTA BOHRA	500	0.01	0.00	500	0.01	0.00	0.00
60.	SHRI SHANTILAL JI BANDI	6800	0.10	0.00	6800	0.10	0.00	0.00
61.	SHRI SHIV DUTTA BOHRA	2500	0.04	0.00	2500	0.04	0.00	0.00
62.	SHRI SIDDHARTH BANDI	2500	0.04	0.00	2500	0.04	0.00	0.00
63.	SHRI SITAL KUMAR GANDHI	100	0.00	0.00	100	0.00	0.00	0.00
64.	SHRI SUBHASH CHANSEN	100	0.00	0.00	100	0.00	0.00	0.00
65.	SHRI SUSHIL KUMAR BANDI	2500	0.04	0.00	2500	0.04	0.00	0.00
66.	SHRI VIMAL KUMAR BANDI	2500	0.04	0.00	2500	0.04	0.00	0.00
67.	SMT. SAGARBAI BANDI	7000	0.11	0.00	7000	0.11	0.00	0.00
68.	SMT. VINAY SHITA JAGDAWATH	100	0.00	0.00	100	0.00	0.00	0.00
69.	SMT.ARCHANA SHARMA	100	0.00	0.00	100	0.00	0.00	0.00
70.	SMT.MANAKDEVI BANDI	2500	0.04	0.00	2500	0.04	0.00	0.00
71.	SMT.SONAL BANDI	3000	0.05	0.00	3000	0.05	0.00	0.00
72.	SMT.URMILA SAROIYA	100	0.00	0.00	100	0.00	0.00	0.00
73.	SONALI WAGHMARE	2000	0.03	0.00	2000	0.03	0.00	0.00
74.	SUDARSHAN KUMAR BANDI	443330	6.76	0.00	443330	6.76	0.00	0.00
75.	SUJATA PRAVIN CHUTTAR	5000	0.08	0.00	5000	0.08	0.00	0.00
76.	SUMAN KUMAR BANDI	2600	0.04	0.00	2600	0.04	0.00	0.00
77.	SUMERCHAND JAIN	500	0.01	0.00	500	0.01	0.00	0.00
78.	SUNIL KUMAR JUNEJA	2500	0.04	0.00	2500	0.04	0.00	0.00
79.	SUNITA KHAPRA	1000	0.02	0.00	1000	0.02	0.00	0.00
80.	SURESH KUMAR JAIN	1100	0.02	0.00	1100	0.02	0.00	0.00
81.	URMILA DOSHI	100	0.00	0.00	100	0.00	0.00	0.00
	<b>Total</b>	<b>2852218</b>	<b>43.55</b>	<b>-</b>	<b>2852118</b>	<b>43.55</b>	<b>-</b>	<b>-</b>

That 68 persons mentioned above as part of Promoter Group are Infact not associated with Promoters nor they advise or influence the board of director of the company. Removal of their name is already approved by the board and shareholders in prior AGM however due to technical road block the company is unable to apply to BSE for reclassification as the company is suspended.



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

*iii. Change in Promoters' Shareholding\* (Please Specify, if there is no change)*

	Shareholding at the beginning of the year		Cummlative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
At the beginning of the year	2852118	43.52	2852118	43.52
Date wise Increase/ Decrease in promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/transfer/ bonus/sweat equity etc.:	<b>No. Material Change</b>			
At the End of the year	2852118	43.52	2852118	43.52

*iv. Shareholding Pattern of top ten shareholders\* (other than Directors, Promoters and Holders of GD)*

Sr. No		Shareholding at the beginning of the year		Cummlative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
1	Premium Global Securities Ltd.	189300	2.89	189300	2.89
2	ALCAMA HOUSING & DEVELOPMENT PVT LTD	115000	1.75	115000	1.75
3	RAJ LALCHAND	109400	1.67	109400	1.67
4	PRATIK RAJENDRA GANDHI	102000	1.56	102000	1.56
5	UTTAMCHANDANI ASHOK	100000	1.53	100000	1.53
6	DEEPAK UTTAM CHANDANI	100000	1.53	100000	1.53
7	DURGESH KUMAR VERMA	77389	1.18	77389	1.18
8	MANOHAR LAHORI	49900	0.76	49900	0.76
9	SURENDRA KUMAR BILALA	42500	0.65	42500	0.65
10	ANITA BILALA	42500	0.65	42500	0.65
11	SHIKHA BILALA	42500	0.65	42500	0.65
12	PAYAL BILALA	42500	0.65	42500	0.65
13	RAJESH NAVLANI	38600	0.59	38600	0.59
14	GHANSHAM S. SACHDEV	35000	0.53	35000	0.53
15	JITENDRA RADHWANI	28786	0.44	28786	0.44
16	NARESH JOTWANI	20000	0.31	20000	0.31
17	BHANSALI FISCAL SERVICES PVT LTD.	19900	0.30	19900	0.30
18	MANISH JAIN	18600	0.28	18600	0.28
19	NALIN SETHI	15000	0.23	15000	0.23
20	VIRENDRA SETHI	15000	0.23	15000	0.23



**v. Shareholding of Directors and key Managerial Personnel :**

Sr. No.	Name (For of the Directors and Key Managerial Personnel)	Shareholding at the beginning of the year		Cummlative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Swati Singh Whole Time Director	Nil	Nil	Nil	Nil
2	Mr. Nitin kanodia, Independent Director	Nil	Nil	Nil	Nil
3	Mr. Deoraj Pathak Independent Director	Nil	Nil	Nil	Nil

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(In Lakhs)	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	--	1.17	—	1.17
ii) Interest due but not paid	--	--	—	--
iii) Interest accrued but not	--	-	—	-
Total (i+ii+iii)	-	--	-	--
Change in Indebtedness during the inancial year				
- Addition		1.15	—	1.15
- Reduction		-	—	-
Net Change	—	1.15	—	1.15
Indebtedness at the end of the financial year				
i) Principal Amount	--	2.32	—	2.32
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	2.32	—	2.32



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**A. Remuneration to Managing Director, Whole -time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Swati Singh (WTD)	Total Amount
1.	Gross salary II. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 JJ. Value of perquisites u/s 17(2) Income-tax Act, 1961 2) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4)	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
6.	Total (A)	Nil	Nil
	Ceiling as per the Act	N.A	N.A.

**6. Remuneration to other directors:**

(In Lakhs)

Sl. No.	Particulars of Remuneration	NK	DP	Total Amount
1	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	Nil 0.20	Nil	Nil
	Total (2)	0.20	Nil	Nil
	Total (B)=(1+2)	0.20	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil
	Overall Ceiling as per the Act	N.A	N.A	N.A.



**c. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD** (In Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		NS (CS)	JG (CFO)	Total
2.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income-tax Act, 1961 a) Stock Option	0.91	0.00	0.91
b)	Sweat Equity			
6.	Commission			
	- as % of profit - others, specify...			
7.	Others, please specify			
6.	Total	0.91	0.00	0.91

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made if
A. Company					
Penalty Punishment Compounding			None		
B. Directors					
Penalty Punishment Compounding			None		
C. Other Officers In Default					
Penalty Punishment Compounding			None		

By order of the Board of Directors  
Premium Capital Market and Investments Limited

Place: Indore  
Date: 06.09.2022  
Registered office  
401, Starlit Tower, 4<sup>th</sup> Floor  
29 Y.N. Road, Indore (M.P.) 452003

Sd/-  
Nitin Kanodia  
DIN: 08374026  
Director



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

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**Annexure "B"**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**The Members,**

**PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED**

**(L67120MP1992PLC007178)**

**401, Starlit Tower**

**29- Y.N. Road, Indore (M.P.) 452003**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 has complied with the statutory provisions listed hereunder and also that the Company have proper Board-composition and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED** for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015 as applicable;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 ;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- i) The Securities and Exchange Board of India (Listing obligations And Disclosure Requirements) Regulations, 2015.

I have also examined compliances with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company.

The laws, regulations, directions, orders applicable specifically to the Company are as follows: As informed by the management and details produced before us , no other laws are applicable to the company except Financial Laws (Direct and Indirect Tax Laws) & Laws mentioned in para (iii) supra.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws) since the same have been subject to review and audit by the Statutory Auditors of the Company. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- I. The company is defending few penalties related to previous years imposed by Bombay Stock Exchange and has made representation to BSE for reversal of penalty amount and to revoke the suspension decision of BSE is awaited.
- II. The company has not paid listing fees for More than 3 years due to which company is eligible to be delisted in future.

Response to Observation (1): The shares of the company are suspended on BSE for non-payment of penalty amount. The company has made representation to BSE for reversal of penalty amount and to revoke the suspension. Company is awaiting a positive response from BSE.

Response to Observation (2): The company has not been able to pay the listing fees for More than 3 years. However the company has made payments in small instalments and also the company has made a representation to BSE and SEBI to reduce the heavy annual listing fees which is a burden on small companies like it. That in last 5 years the listing fees has been increased by 10 times which is a heavy burden on financially weak company like it. Response from BSE is awaited.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. The changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and

information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions are carried through as per the provisions of the Act while the dissenting members' views are also captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- (i) Public/ Rights/ Preferential issue of Shares/ Debentures/ Sweat Equity.
- (ii) Redemption/ Buy-back of securities.
- (iii) Merger/ Amalgamation/ Reconstruction etc.
- (iv) Foreign Technical Collaborations.

Sudhanya Sengupta  
Practicing Company Secretary  
Membership No. : FCS7057  
CP No. 7756  
UDIN : F007057D000908254  
Date: 03/09/2022  
Place: KOLKATA





**CFO CERTIFICATION UNDER REGULATION 17(8) OF SEBI (LODR) REGULATIONS, 2015**

To,  
The Board of Directors,  
PREMIUM CAPITAL MARKET & INVESTMENT LIMITED

I hereby certify that:

1. I have reviewed the financial statements and the cash flow statements of the company for the year ended on March 31, 2022 and that to the best of our knowledge and belief, we stated that:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the years which are fraudulent, illegal or violate the company code of conduct.
3. I accept responsibility for establishing and maintaining internal control for financial reporting and that I have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the auditors and the audit committee:
  - i. Significant change, if any, in internal control over financial reporting during the year.
  - ii. Significant change, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statement; and
  - iii. Instances of Significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Indore

Date: 07.09.2022

Sd/-  
Jeevan Goyal  
(Chief Financial Officer)



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

[Pursuant to Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

**To the members of**

**Premium Capital Market & Investments Limited**

This is to confirm that for the year 2021-22, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct applicable to all the Directors and Senior Management of the Company.

**Date: 07.09.2022**

**Place: Indore**

**Sd/-  
Swati Singh  
DIN: 08572672  
Whole Time Director**



## INDEPENDENT AUDITOR'S REPORT

To,  
The Members,  
**M/s PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**  
Indore

### **Report on the Standalone Financial Statements**

We have audited the accompanying financial statements of **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss, for the year then ended, and a summary of the significant accounting policies and other explanatory information,

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian accounting standards (Ind AS) prescribe under section 133 of the Companies Act 2013 read with the Companies (Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, Subject to the matter that we have determined and described per Para, A Material uncertainty related to going concern as one of the public shareholder of the company has filed a company petition before the NCLT, Ahmedabad Bench for winding up of the company, the petition is admitted and further proceedings are pending before the court hence the above extents and condition indicates that a material uncertainty exists that may cast significant doubt as to the entity's ability to continue as a going concern and notes on accounts of the state of affairs of the Company to be the key audit matter to be communicated in our report as at 31st March 2022 and its profit and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Information other than the financial statements and auditor's report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibility**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be



**Report on Other Legal and Regulatory Requirements**

1. The Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-I a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls refer Annexure-II .
  - (g) With respect to the other matters to be included in the Auditor's Report under section 197(16) of the Act In our opinion and to the best of our information and according to the explanations given to us, provisions of section 197 are not applicable on the company
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For M/s S N Gadiya & Co  
Chartered Accountants  
FRN: 002052C**

**Place: INDORE  
DATE: 28/05/2022  
UDIN:22071229AJUPFC1916**

**CA Satya Narayan Gadiya  
(Proprietor)  
Membership no 071229**

**Annexure I to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2022, we report that:

- (i) In respect of the Company's Fixed Assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us, there are no immovable properties owned by the Company.
  - (ii) The Company does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
  - (iii) As informed and explained to us the Company has not granted any loans secured or unsecured to companies, parties, firms, limited liability partnership firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (iv) The Company has not given any loans, guarantees and Securities to any of its Directors or any other person to whom director is related. The company has not given any loan to body corporate whether directly or indirectly in which directors are interested.
- (v) As informed and explained to us, the Company has not accepted any deposits from the public under the provisions of Section 73 to 76 or any other relevant provisions of the companies act, 2013 and the rules framed there under.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) As informed and explained to us the Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (ix) As informed and explained to us the Company did not raise money by way of any Initial Public offer or further public offer (including debts instruments) and Term loans during the year.
- (x) According to the information and explanations given to us, no material fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, no managerial remuneration has been paid by the company during the year.
- (xii) The Company is not Nidhi Company hence paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations obtained by us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013.
- (xiv) According to the information and explanations obtained by us, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year.
- (xv) According to the information and explanations obtained by us, company has not entered into any non-cash transaction with directors or persons connected with directors during the year.



(xvi) As informed and explained to us the Company is not required to be registered u/s 45-IA of RBI Act, 1934.

**For M / s SNGadiya& Co**  
**Chartered Accountants**  
**FRN: 002052C**

**Place: INDORE**  
**DATE: 28/ 05/ 2022**  
**UDIN:22071229AJJPCF1916**

**CA Satya Narayan Gadiya**  
**(Proprietor)**  
**Membership no 071229**



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**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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**Annexure II to the Independent Auditors' Report****Report on Internal Financial Controls over Financial Reporting****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Premium Capital Markets & Investments Limited ('the Company') as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and





## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M / s S NGadiya & Co**  
**Chartered Accountants**  
**FRN: 002052C**

**Place: INDORE**  
**DATE: 28/ 05/ 2022**  
**UDIN:22071229AJUPFC1916**

**CA Satya Narayan Gadiya**  
**(Proprietor)**  
**Membership no 071229**

**Premium Capital Market & Investments Ltd**

CIN : L67120MP1992PLC007178  
401, Starlit Tower, 29, Y.N.Road, Indore  
Financial Statements as at 31-Mar-2022

In ` (Lakhs)

	Particulars	Note No.	Amount as at 31-Mar-2022	Amount as at 31-Mar-2021
<b>I.</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment	2	0.04	0.04
	(b) Capital work-in-progress		-	-
	(c) Investment Property		-	-
	(d) Goodwill		-	-
	(e) Other Intangible assets	2	-	-
	(f) Intangible assets under development		-	-
	(g) Biological Assets other than bearer plants		-	-
	(h) Financial Assets			
	(i) Investments	3	45.55	45.55
	(ii) Trade Receivables		-	-
	(iii) Loans		-	-
	(iv) Others (to be specified)	4	0.68	0.68
	(i) Deferred tax assets (net)		7.64	-
	(j) Other Non-Current Assets	5	0.85	4.13
	<b>Total Non-Current Assets</b>		<b>54.76</b>	<b>50.39</b>
<b>2</b>	<b>Current Assets</b>			
	(a) Inventories		-	-
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables		-	-
	(iii) Cash and Cash Equivalents	6	1.80	0.11
	(iv) Bank balances other than (iii) above		-	-
	(v) Loans		-	-
	(vi) Others (to be specified)		-	-
	(c) Current Tax Assets (Net)		-	-
	(d) Other Current Assets		-	-
	<b>Total Current Assets</b>		<b>1.80</b>	<b>0.11</b>
	<b>Total Assets</b>		<b>56.56</b>	<b>50.50</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>			
	(a) Equity Share Capital	7A	655.37	655.37
	(b) Other Equity			
	Reserves and Surplus	7B	-668.45	-647.45
	Other Reserve			
	<b>Total Equity</b>		<b>-13.08</b>	<b>7.92</b>
	<b>LIABILITIES</b>			
<b>1</b>	<b>Non-Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings		-	-
	(ii) Trade Payables		-	-
	(iii) Other financial liabilities		-	-
	(b) Provisions		-	-
	(c) Deferred tax liabilities (Net)		-	-
	(d) Other Non-Current Liabilities	8	43.25	0.00
	<b>Total Non- Current Liability</b>		<b>43.25</b>	<b>0.00</b>
<b>2</b>	<b>CURRENT LIABILITIES</b>			
	(a) Financial Liabilities			
	(i) Borrowings	9	2.32	1.17
	(ii) Trade Payables	10		
	(a) Total Outstanding dues to MSME		0.00	0.00
	(b) Total Outstanding dues of creditors other than MSME		19.64	22.44
	(iii) Other financial liabilities		-	-
	(b) Other Current Liabilities	11	0.10	14.52
	(c) Provisions	12	4.33	4.45
	(d) Current Tax Liabilities (Net)		-	-
	<b>Total Current Liabilities</b>		<b>26.38</b>	<b>42.58</b>
	<b>Total Liabilities</b>		<b>69.63</b>	<b>42.58</b>
	<b>Total Equity and Liabilities</b>		<b>56.56</b>	<b>50.50</b>

Significant Accounting Policies and notes to the accounts 1-16

The Notes referred to above form an integral part of the Balance Sheet.

Audit Report:- As Per Our report of even date

For M/s S N Gadiya & Co

For and On Behalf of the Board of Directors

Chartered Accountants

Firm Reg. No : 002052C

CA. Satya Narayan Gadiya

Proprietor

Membership No. : 071229

Jeevan Goyal

CFO

Nitin Kanodia

Director

DIN : 08374026

Devraj Pathak

Director

DIN : 06850834

Place: Indore

Date: 28th May 2022

Place: Indore

Date: 28th May 2022

**Premium Capital Market & Invesments Ltd**

CIN : L67120MP1992PLC007178

401, Starlit Tower, 29, Y.N.Road, Indore

**Statement of Profit and Loss for the year ended 31-Mar-2022**

In ` (Lakhs)

Particulars	Note No.	Amount	
		Year Ended 31-03-2022	Year Ended 31-03-2021
Revenue from Operations	13	3.39	1.49
Other Income	14	2.72	0.12
<b>TOTAL REVENUE (I + II)</b>		<b>6.10</b>	<b>1.61</b>
<b>EXPENSES</b>			
Cost of materials consumed		0.00	0.00
Purchases of Stock-in-Trade		0.00	0.00
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		0.00	0.00
Employee Benefit Expenses	15	2.46	4.35
Finance Costs		0.00	0.00
Depreciation and Amortization Expenses		0.00	0.00
Other Expenses	16	2.51	8.19
<b>TOTAL EXPENSES</b>		<b>4.97</b>	<b>12.54</b>
<b>Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>		<b>1.14</b>	<b>-10.93</b>
Exceptional Items		0.00	0.00
<b>Profit before Extraordinary Items and Tax</b>		<b>1.14</b>	<b>-10.93</b>
Extraordinary Items		29.78	0.00
<b>Profit Before Tax</b>		<b>-28.64</b>	<b>-10.93</b>
<b>Tax Expense</b>		<b>-7.64</b>	<b>0.00</b>
Current Tax		0.00	0.00
Deferred Tax		-7.64	0.00
Total Tax Expenses		-7.64	0.00
<b>Profit/(Loss) for the period from Continuing Operations(IX-X)</b>		<b>-20.99</b>	<b>-10.93</b>
Profit/(Loss) from Discontinuing Operations		0.00	0.00
Tax Expense of Discontinuing Operations		0.00	0.00
<b>Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)</b>		<b>0.00</b>	<b>0.00</b>
<b>Profit(Loss) for the Period(XI+XIV)(A)</b>		<b>-20.99</b>	<b>-10.93</b>
<b>Earnings per Equity Share</b>			
-Basic		0.00	0.00
-Diluted		0.00	0.00
<b>Other Comprehensive Income (OCI)</b>		<b>0.00</b>	<b>0.00</b>
<b>OCI to be reclassified to profit or loss in subsequent periods</b>		<b>0.00</b>	<b>0.00</b>
Income tax effect on the above		0.00	0.00
<b>Net OCI to be reclassified to profit or loss in subsequent period (B)</b>		<b>0.00</b>	<b>0.00</b>
<b>OCI not to be reclassified to profit or loss in subsequent periods</b>		<b>0.00</b>	<b>0.00</b>
Income tax effect on the above		0.00	0.00
<b>Net OCI not to be reclassified to profit or loss in subsequent periods (c )</b>		<b>0.00</b>	<b>0.00</b>
<b>Total OCI for the year, net of tax (D) [B+C]</b>		<b>0.00</b>	<b>0.00</b>
<b>Total comprehensive income for the year (A+D)</b>		<b>0.00</b>	<b>0.00</b>

The Notes referred to above form an integral part of the Balance Sheet.

Audit Report:- As Per Our report of even date

For M/s S N Gadiya & Co

Chartered Accountants

Firm Reg. No : 002052C

For and On Behalf of the Board of Directors

CA. Satya Narayan Gadiya

Proprietor

Membership No. : 071229

Place: Indore

Date: 28th May 2022

Jeevan Goyal

CFO

Place: Indore

Date: 28th May 2022

Nitin Kanodia

Director

DIN : 08374026

Devraj Pathak

Director

DIN : 06850834

**Premium Capital Market & Invements Ltd**  
CIN : L67120MP1992PLC007178  
STATEMENT OF CHANGES IN EQUITY  
For the Year ended 31st March, 2022

**A. Equity Share Capital**

In ` (Lakhs)

As at 1 April 2020	655.37
Changes in Equity Share Capital (FY 2020-21)	0.00
As at 31st March 2021	655.37
Changes in Equity Share Capital (FY 2021-22)	0.00
As at 31st March 2022	655.37

**B. Other Equity**

As at 31st March 2021

In ` (Lakhs)

	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves	Retained Earnings	
Balance as at (01.04.2020)	0.00	0.00	0.00	-636.52	-636.52
Total Comprehensive Income for the year	0.00	0.00	0.00	0.00	0.00
Dividends	0.00	0.00	0.00	0.00	0.00
Transfer to retained earnings	0.00	0.00	0.00	0.00	0.00
Any other change :-	0.00	0.00	0.00	0.00	0.00
(a) Net Profit / (Loss) for the current Year	0.00	0.00	0.00	-10.93	-10.93
Balance as at (31.03.2021)	0.00	0.00	0.00	-647.45	-647.45

As at 31st March 2022

In ` (Lakhs)

	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves	Retained Earnings	
Balance as at (01.04.2021)	0.00	0.00	0.00	-647.45	-647.45
Total Comprehensive Income for the year	0.00	0.00	0.00	0.00	0.00
Dividends	0.00	0.00	0.00	0.00	0.00
Transfer to retained earnings	0.00	0.00	0.00	0.00	0.00
Any other change :-	0.00	0.00	0.00	0.00	0.00
(a) Net Profit / (Loss) for the current Year	0.00	0.00	0.00	-20.99	-20.99
Balance as at (31.03.2022)	0.00	0.00	0.00	-668.45	-668.45

For M/s S N Gadiya & Co

For and On Behalf of the Board of Directors

Chartered Accountants  
Firm Reg. No : 002052C

CA. Satya Narayan Gadiya  
Proprietor  
Membership No. : 071229

Jeevan Goyal  
CFO

Nitin Kanodia  
Director  
DIN : 08374026

Devraj Pathak  
Director  
DIN : 06850834

Place: Indore  
Date: 28th May 2022

Place: Indore  
Date: 28th May 2022

**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**  
**CIN : L67120MP1992PLC007178**  
**CASH FLOW STATEMENT FOR THE YEAR ENDING ON 31ST MARCH 2022**

	In ` (Lakhs)	
	2021-22	2020-21
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit Before Interest, Tax and Extra-Ordinary Items	1.14	(10.93)
ADJUSTMENTS FOR :-		
Depreciation of Property, Plant and Equipment	0.00	0.00
Loss on decognition of Property, Plant and Equipment	0.00	0.00
Interest Income	0.00	0.00
Dividend	0.00	0.00
Loss / (Profit) on Sale of Investments	0.00	0.00
Future & Option Trading Loss / (Profit)	0.00	0.00
(Profit) on Sale of Property, Plant and Equipment	0.00	0.00
Loss on Sale of Property, Plant and Equipment	0.00	0.00
Provision for Diminutions in Current Investments	0.00	0.00
Extra Ordinary Items	(29.78)	0.00
Other Income	(2.72)	0.00
Operating Profit Before Working Capital Changes	(31.35)	(10.93)
ADJUSTMENTS FOR :-		
(Increase)/Decrease in Trade Receivable	0.00	0.42
Increase /(Decrease) in Trade Payables	(2.80)	2.94
Increase/(Decrease)in Other Current Liabilities & Provisions	(14.54)	5.38
(Increase)/Decrease in Current Tax Assets	0.00	0.00
(Increase)/Decrease in Other Current Assets	0.00	0.00
(Increase)/Decrease in Other Non Current Assets	3.28	(0.75)
<b>Cash Generated from Operating Activities</b>	<b>(45.42)</b>	<b>(2.93)</b>
Income tax	0.00	0.00
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>(45.42)</b>	<b>(2.93)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Property, Plant and Equipment	0.00	0.00
Profit on Sale of Property, Plant and Equipment	0.00	0.00
(Loss) on Sale of Property, Plant and Equipment	0.00	0.00
Net Decrease / (Increase) in Investments	0.00	0.00
Interest Income	0.00	0.00
Dividend Received	0.00	0.00
Profit (Loss) from Trading in Share	0.00	0.00
Future & Option Trading Loss / (Profit)	0.00	0.00
Other Income	2.72	0.00
Increase/(Decrease)in Other Non Current Liabilities	43.25	0.00
<b>NET CASH USED IN INVESTING ACTIVITY (B)</b>	<b>45.97</b>	<b>0.00</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance Charged Paid	0.00	0.00
(Increase)/Decrease in Financial Assets	0.00	1.50
Increase/(Decrease) in Borrowings	1.15	0.39
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>1.15</b>	<b>1.89</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)</b>	1.69	(1.04)
<b>Cash and Cash Equivalents as at the commencement of the Year</b>	0.11	1.14
<b>Cash and Cash Equivalents as at the end of the Year</b>	1.80	0.11
Note : All Figures in Brackets are outflows		

For M/s S N Gadiya & Co

Chartered Accountants  
Firm Reg. No : 002052C

CA. Satya Narayan Gadiya

Proprietor  
Membership No. : 071229

Place: Indore

Date: 28th May 2022

For and On Behalf of the Board of Directors

Jeevan Goyal

CFO

Place: Indore

Date: 28th May 2022

Nitin Kanodia

Director

DIN : 08374026

Devraj Pathak

Director

DIN : 06850834

**Premium Capital Market & Invesments Ltd**  
CIN : L67120MP1992PLC007178

Notes to and forming part of Balance Sheet as at 31-Mar-2022

Note 2 : Property, Plant & Equipment and Intangible Assets

In ` (Lakhs)

Particulars	Gross Block						Depreciation and Amortization						Net Block	
	Opening Balance	Additions	Deductions / Retirement	Acquired through Business Combination	Other Adj.	Closing Balance	Opening Balance	Depreciation charge	Revaluation Adjustments	On Disposals / Reversals	Impairment Loss	Closing Balance	Opening Balance	Closing Balance
<b>Property, Plant and Equipment</b>														
Freehold	0.23	0.00	0.00	0.00	0.00	0.23	0.23	0.00	0.00	0.00	0.00	0.23	0.00	0.00
Furniture and Fixtures														
Freehold Office Equipment	0.75	0.00	0.00	0.00	0.00	0.75	0.71	0.00	0.00	0.00	0.00	0.71	0.04	0.04
<b>Total</b>	<b>0.98</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.98</b>	<b>0.94</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.94</b>	<b>0.04</b>	<b>0.04</b>
<b>Grand Total</b>	<b>0.98</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.98</b>	<b>0.94</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.94</b>	<b>0.04</b>	<b>0.04</b>
<b>Previous Year</b>	0.98	0	0	0	0	0.98	0.94	0.00	0.00	0.00	0.00	0.94	0.04	0.04

Premium Capital Market & Invesments Ltd

CIN : L67120MP1992PLC007178

Notes to and forming part of Balance Sheet as at 31-Mar-2022

Note 3 Non Current Investments

In ` (Lakhs)

Particulars	as at 31-Mar-2022	as at 31-Mar-2021
<b>A</b>		
<b>Investments (Unquoted)</b>		
(a) Investment in Equity Instruments	45.55	45.55
<b>Total</b>	<b>45.55</b>	<b>45.55</b>
Less : Provision for diminution in the value of Investments	-	-
<b>Total</b>	<b>45.55</b>	<b>45.55</b>

A. Details of Investments												
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (`)		Whether stated at Cost Yes / No	If Answer to Column (12) is 'No' - Basis of Valuation
			as at 31-Mar-2022	as at 31-Mar-2021			as at 31-Mar-2022	as at 31-Mar-2021	as at 31-Mar-2022	as at 31-Mar-2021		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
<b>(a)</b>	<b>Investment in Equity Instruments</b>											
1	Premium Global Securities Pvt. Ltd.	Associate	3.50	3.50	Unquoted	Fully Paid	31.58%	31.58%	35.00	35.00	Yes	NA
2	Premium Global Commodities & Derivatives Pvt. Ltd	Other	0.60	0.60	Unquoted	Fully Paid	10.34%	10.34%	6.00	6.00	Yes	NA
3	Alcama Housing & development Pvt. Ltd.	Other	0.46	0.46	Unquoted	Fully Paid	19.36%	19.36%	4.55	4.55	Yes	NA
	<b>Total</b>		<b>4.56</b>	<b>4.56</b>					<b>45.55</b>	<b>45.55</b>		

**Premium Capital Market & Investments Ltd**

CIN : L67120MP1992PLC007178

Notes to and forming part of Balance Sheet as at 31-Mar-2022

**Note 4. Financial Assets (Others)**

In ` (Lakhs)

Particulars	as at 31-March-2022	as at 31-March-2021
<b>Security Deposits</b>		
Secured, considered good	0.00	0.00
<b>Unsecured</b>		
Loans and advances to related parties	0.00	0.00
<b>Other loans and advances</b>		
Unsecured, considered good	0.68	0.68
Considered Doubtful	0.00	0.00
Less:Provision for doubtful other loans and advances	0.00	0.00
<b>Total</b>	<b>0.68</b>	<b>0.68</b>

Note: Aformentioned loans and advances are given to non related parties and repayable on demand basis.

**Note 5. Other Non-Current Assets**

In ` (Lakhs)

Particulars	as at 31-March-2022	as at 31-March-2021
<b>(a) Others</b>		
Unsecured, considered good	0.85	4.13
Considered Doubtful	0.00	0.00
Less:Provision for other doubtful debts	0.00	0.00
<b>Total</b>	<b>0.85</b>	<b>4.13</b>
<b>G. Total</b>	<b>0.85</b>	<b>4.13</b>

**Note 6. Cash and Cash Equivalents**

In ` (Lakhs)

Particulars	as at 31-March-2022	as at 31-March-2021
Balances with Banks	0.34	0.09
Cash on hand	1.46	0.02
<b>Total Cash and Cash Equivalents</b>	<b>1.80</b>	<b>0.11</b>



**Premium Capital Market & Investments Ltd**

CIN : L67120MP1992PLC007178

Notes to and forming part of Balance Sheet as at 31-Mar-2022

**Note 08. Other Non Current Liabilities**

In ` (Lakhs)

Particulars	as at 31-March-2022	as at 31-March-2021
Other Payables (for services)	9.75	0.00
Advances for Shares	33.50	0.00
<b>Total</b>	<b>43.25</b>	<b>0.00</b>

**Note 09. Short Term Borrowings**

In ` (Lakhs)

Particulars	as at 31-March-2022	as at 31-March-2021
<b>Unsecured</b>		
Loans and advances from Otherthan related parties	2.32	1.17
Loans and advances from related parties	0.00	0.00
<b>Total</b>	<b>2.32</b>	<b>1.17</b>

**Note 10. Trade Payables**

In ` (Lakhs)

Particulars	as at 31-March-2022	as at 31-March-2021
(a) Total Outstanding dues to MSME	0.00	0.00
(b) Total Outstanding dues of Creditors other than MSME (See note	19.64	22.44
<b>Total</b>	<b>19.64</b>	<b>22.44</b>

**Note 11. Other Current Liabilities**

In ` (Lakhs)

Particulars	as at 31-March-2022	as at 31-March-2021
Other Payables (for services)	0.10	10.02
Advances	0.00	4.50
<b>Total</b>	<b>0.10</b>	<b>14.52</b>

**Note 12. Provisions**

In ` (Lakhs)

Particulars	as at 31-March-2022	as at 31-March-2021
Provision for Employee Benefits		
Salary and Reimbursements	3.90	4.20
Provision for Audit Fees	0.25	0.25
Provision for Taxation	0.18	0.00
<b>Total</b>	<b>4.33</b>	<b>4.45</b>

## Premium Capital Market & Invesments Ltd

Notes to and forming part of Balance Sheet as at 31-Mar-2022

### Note 7A. Equity Share Capital

#### 1.1 Authorized, Issued, Subscribed and Paidup share capital

In ` (Lakhs)

Particulars	as at 31-March-2022		as at 31-March-2021	
	No. of Shares	Amount	No. of Shares	Amount
<b>Authorised Share Capital</b>				
Equity Shares of ₹ 10.00 each	100.00	1000.00	100.00	1000.00
<b>Total</b>	<b>100.00</b>	<b>1000.00</b>	<b>100.00</b>	<b>1000.00</b>
<b>Issued Share Capital</b>				
Equity Shares of ₹ 10.00 each	65.54	655.38	65.54	655.38
<b>Total</b>	<b>65.54</b>	<b>655.38</b>	<b>65.54</b>	<b>655.38</b>
<b>Subscribed and fully paid</b>				
Equity Shares of ₹ 10.00 each	65.54	655.38	65.54	655.38
Less:- Calls in Arrears	0.00	0.01	0.00	0.01
<b>Total</b>	<b>65.54</b>	<b>655.37</b>	<b>65.54</b>	<b>655.37</b>
<b>Total</b>	<b>65.54</b>	<b>655.37</b>	<b>65.54</b>	<b>655.37</b>

#### 1.2 Reconciliation of share capital

In ` (Lakhs)

Particulars	as at 31-March-2022		as at 31-March-2021	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares (Face Value ₹ 10.00)</b>				
Shares outstanding at the beginning of the year	65.54	655.37	65.54	655.37
Shares Issued during the year	0.00	0.00	0.00	0.00
Shares bought back during the year	0.00	0.00	0.00	0.00
Shares outstanding at the end of the year	65.54	655.37	65.54	655.37

#### 1.3 Shareholders holding more than 5% of Share

In ` (Lakhs)

Particulars	as at 31-March-2022		as at 31-March-2021	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Dr. Mrs. Sushma Bandi	12.85	19.61	12.85	19.61
Mr. Gaurav Bandi	8.43	12.86	8.43	12.86
Mr. Sudarshan Kumar Bandi	4.43	6.76	4.43	6.76

#### 1.4 Promotor's Share holding

In ` (Lakhs)

Particulars	as at 31-March-2022			as at 31-March-2021		
	No. of Shares	% of Holding	% of Change in Holding	No. of Shares	% of Holding	% of Change in Holding
Dr. Mrs. Sushma Bandi	12.85	19.61	0%	12.85	19.61	0%
Mr. Sudarshan Kumar Bandi	4.43	6.76	0%	4.43	6.76	0%
<b>Total</b>	<b>17.28</b>	<b>26.37</b>		<b>17.28</b>	<b>26.37</b>	

### Note 7B. Other Equity

In ` (Lakhs)

Particulars	as at 31-March-2022		as at 31-March-2021	
<b>1. Share Application Money pending allotment</b>				
Opening balance	0.00		0.00	
Closing balance	0.00	0.00	0.00	0.00
<b>2. Capital Reserve</b>				
Opening balance	0.00		0.00	
Closing balance	0.00	0.00	0.00	0.00
<b>3. Securities Premium Reserve</b>				
Opening balance	0.00		0.00	
Closing balance	0.00	0.00	0.00	0.00
<b>4. Other Reserve</b>				
Opening balance	0.00		0.00	
Closing balance	0.00	0.00	0.00	0.00
<b>5. Retained Earnings</b>				
Opening Balance	-647.45		-636.52	
(+) Net profit/(Net loss) for the Current Year	-20.99		-10.93	
(+) Transfer from reserves	0.00		0.00	0.00
(-) Transfer to reserves	0.00		0.00	0.00
Closing balance (B)	-668.45	-668.45	-647.45	-647.45
<b>Total (A+B)</b>	<b>-668.45</b>	<b>-668.45</b>	<b>-647.45</b>	<b>-647.45</b>

**Premium Capital Market & Invesments Ltd**

CIN : L67120MP1992PLC007178

Notes to and forming part of Statement of Profit and Loss for the year ended 31-Mar-2022

**Note 13 . Revenue from Operations**

In ` (Lakhs)

Particulars	31-Mar-2022	31-Mar-2021
Sales of Services	3.39	1.49
<b>Total</b>	<b>3.39</b>	<b>1.49</b>

**Note 14 . Other income**

In ` (Lakhs)

Particulars	31-Mar-2022	31-Mar-2021
Profit on sale of Investments	2.72	0.12
<b>Total</b>	<b>2.72</b>	<b>0.12</b>

**Note 15 . Employee Benefit Expenses**

In ` (Lakhs)

Particulars	31-Mar-2022	31-Mar-2021
Salaries and Wages	2.46	4.35
<b>Total</b>	<b>2.46</b>	<b>4.35</b>

**Note 16. Other Expenses**

In ` (Lakhs)

Particulars	31-Mar-2022	31-Mar-2021
<b><u>Audit Fees</u></b>		
Payment to Auditors as Auditor	0.25	0.25
<b>Total (A)</b>	<b>0.25</b>	<b>0.25</b>
<b><u>Other Expenses</u></b>		
Bank Charges	0.01	0.03
Advertisement Expenses	0.05	0.06
Rent	0.12	0.12
Legal & Professional	0.54	4.32
Meeting Expenses	0.20	0.10
Dmat Charges	0.13	0.00
Share Transfer Fees & Exp.	0.00	0.70
Balances Written off	0.00	1.50
Interest on TDS	0.04	0.16
Sattionery & Printing	0.17	0.14
Electricity Exp.	0.03	0.03
Custody/Issuer Fees	0.97	0.79
<b>Total (B)</b>	<b>2.26</b>	<b>7.94</b>
<b>Total (A+B)</b>	<b>2.51</b>	<b>8.19</b>



## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

### NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

FOR THE YEAR ENDED 31st MARCH, 2022

#### 1.1 CORPORATE INFORMATION

Premium Capital Market & Investments Ltd ("the Company") is a listed public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The registered office of the company is located at 401, 4th Floor, 29 YN Road, Indore - 452003 (MP).

The Company is engaged in the business of Consultancy and other Services.

#### 1.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### A. Basis of Preparation

The Standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("IndAS") as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on a historical cost basis, except for the assets and liabilities that require measurement at fair value in accordance with Ind AS. The financial statements are presented in Indian Rupees, except otherwise indicated.

##### B. Key accounting estimates and judgments

The preparation and presentation of financial statements in conformity with IndAS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and reported amounts of revenues and expenses during the period.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Accounting estimates could change from period to period. Any revision to accounting estimates is recognized prospectively in the current and future periods, and if material, their effects are disclosed in the financial statements. Actual results could differ from the estimates. Any difference between the actual results and estimates are recognized in the period in which the results are known/materialize.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- (i) Measurement of defined benefit obligations
- (ii) Measurement and likelihood of occurrence of contingencies
- (iii) Recognition of deferred tax assets
- (iv) Impairment of intangible assets
- (v) Determination of fair value of biological assets

##### C. Current / Noncurrent Classification

All assets and liabilities have been classified and disclosed as current or non-current as per the Company's normal operating cycle and other criteria set out in division II of Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of asset for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current or non-current classification of assets and liabilities.

##### D. Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Cost comprises of purchase price net of traded discounts and rebates, non-refundable duties and taxes, any directly attributable cost of bringing the asset to its working condition for its intended use. Cost also includes borrowing cost directly attributable to acquisition/construction of a qualifying asset up to the date the asset is ready for its intended use. Subsequent expenditure on fixed asset is capitalized only if such expenditure results into an increase in the future benefits from such asset beyond its previously assessed standard of performance.



#### Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by the Management expert which are equal to, except in case of Plant and Machinery, Furniture and Fixtures and Vehicles where useful life is lower than life prescribed under Schedule II to the Companies Act, 2013.

Residual Value of an assets shall not be more than five per cent of the original cost of the assets.

For the purpose of Companies Act 2013 the carrying amount of the assets as on that date retaining the residual value may be recognized in the opening balance of retain earning where the remaining useful of an assets is nil. Hence no depreciation will be charge in that case.

The asset's useful lives and methods of depreciation are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount of the asset.

These are included in profit or loss within other income. Assets costing less than or equal to Rs. 5,000 are fully depreciated pro-rata from date of acquisition.

#### E. Revenue recognition

An entity shall account for a contract with a customer (in case of transfer of goods and services) that only when all of the following criteria are met:

- (a) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations
- (b) the entity can identify each party's rights regarding the goods or services to be transferred;
- (c) the entity can identify the payment terms for the goods or services to be transferred;
- (d) the contract has commercial substance (ie the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract);
- (e) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the entity will be entitled may be less than the price stated in the contract if the consideration is variable because the entity may offer the customer a price concession

#### F. Employee benefits

##### Short term employee benefits

All employee benefits which fall due wholly within twelve months after the end of the period in which employee renders the related service are classified as short-term employee benefits. Undiscounted value of short term benefits such as salaries, wages, bonus and ex-gratia are recognized in the period in which the employee renders the related service.

#### G. Taxes

##### Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Management periodically evaluates position taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.



#### Deferred tax

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### H. Earnings PerShare

Earnings per share (EPS) is calculated by dividing the net profit for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all diluted potential equity shares.

#### I. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

#### J. Fair value measurement

The Company measures financial instruments such as derivatives and certain non-financial assets such as biological assets, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumption that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

#### K. Financial Instrument

##### (I) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through profit or loss, and
- those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are recorded in profit or loss. For investments in equity instruments in subsidiaries, associates and jointly control entities these are carried at cost less diminution, if any, in these financial statements. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(II) Measurement

Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

Subsequent measurement

(i) Financial assets carried at amortized cost:

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income:

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(iii) Financial assets at fair value through profit or loss

A financial asset, which is not classified in any of the above categories, is subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(v) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

(III) Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(IV) Derecognition of financial assets

A financial asset is derecognized only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay cash flows to one or more recipients

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the Company has not transferred substantially all risks and rewards of ownership of financial asset, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

(V) Financial Liabilities

Financial liabilities are classified, at initial recognition, as loans and borrowings, payables, as appropriate. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts. For trade and other payables maturing within

**(VI) Income recognition**
**Interest Income :**

For all debt instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss

**Dividend Income :**

Dividends are recognized in profit or loss only when the right to receive the payments is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably, which is generally when the shareholders approve the dividend.

**Financial Instrument:**

Particular	Amortized Cost	Financial assets / liabilities at fair value through OCI	Financial assets / liabilities at fair value through profit or loss	Total carrying Value	Total Fair Value
<b>ASSETS :</b>					
Cash and cash equivalents (Refer Note :6)	179518	-	-	179518	179518
Investments (Refer Note: 3)	4555000	-	-	4555000	4555000
Preference securities, equity instruments and others					
Other financial assets (Refer Note: 4)	67792	-	-	67792	67792
Other Non current assets (Refer Note: 5)	85480	-	-	85480	85480
<b>TOTAL</b>	<b>4887790</b>	<b>-</b>	<b>-</b>	<b>4887790</b>	<b>4887790</b>
<b>LIABILITIES</b>					
Other Non current liabilities (Refer Note: 8)	4325160	-	-	4325160	4325160
Borrowings (refer Note :- 9)	232276	-	-	232276	232276
Trade payables (Refer Note: 10)	1963524	-	-	1963524	1963524
Other current liabilities (Refer Note: 11)	9675	-	-	9675	9675
<b>TOTAL</b>	<b>6530635</b>	<b>-</b>	<b>-</b>	<b>6530635</b>	<b>6530635</b>



**L. Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**M. Borrowings**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as the effective interest rate amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included as finance cost in the statement of profit and loss.

**N. Contingent Liability :**

Income Tax demand for the A.Y. 1996-97 against which an application filed under Vivad se Vishwas Scheme 2020 of Income tax Department has been processed and raised demand of Rs. 29,77,516/- and same has been paid by the company and shown as Extra ordinary Items on face of P&L and appeal before the Hon'ble High Court of Madhya Pradesh, Bench at Indore and the CIT (Appeals)- II, Indore, has been withdrawn by the company and therefore at present no Contingent liability against the company.

**O. Related Party Disclosure:-**

NAME OF RELATED PARTY	RELATION
Premium Global Securities Pvt. Ltd.	Associate Company
CS Neetu Sharma	Company Secretary (KMP)
Nititin Kanodia	Director (KMP)

NATURE OF TRANSACTION	KMP	RELATIVE OF KMP	ASSOCIATE	RELATED PARTY
Sitting Fees	20000	NIL	NIL	NIL
Salary	91000	NIL	NIL	NIL
Electricity Expenses	NIL	NIL	3000	NIL
Loan				
Opening Balance	NIL	NIL	NIL	NIL
Net Transaction during year	NIL	NIL	NIL	NIL
Closing Balance	NIL	NIL	NIL	NIL

**P. Going Concern:-**

A Material uncertainty related to going concern as one of the public shareholder of the company has filed a company petition before the NCLT, Ahmedabad Bench for winding up of the company, the petition is admitted and further proceedings are pending before the court, hence the above extents and condition indicates that a material uncertainty exists that may cast significant doubt as the Company ability to continue as a going concern.

**1.3. Ageing Schedule:-**

(a) Ageing schedule for Trade Payables as at 31 March 2022 is as follows:-

(In Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	0	0	0	0	0
ii) Others	0.87	0	0	18.76	19.63
iii) Disputed due - MSME	0	0	0	0	0
v) Disputed due - Others	0	0	0	0	0
<b>Total</b>	0.87	0	0	18.76	19.63

Ageing schedule for Trade Payables as at 31 March 2021 is as follows:-

(In Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	0	0	0	0	0
ii) Others	3.96	2.81	0	15.67	22.44
iii) Disputed due - MSME	0	0	0	0	0
v) Disputed due - Others	0	0	0	0	0
<b>Total</b>	3.96	2.81	0	15.67	22.44

**1.4. Ratios:-**

Ratios	Unit	Basis (Restated Numbers)	Explanation	March 31, 2022	March 31, 2021	Variance	Reason
Current Ratio	Times	Current Assets/ Current Liabilities	Current ratio has been computed as current assets divided by current liabilities.	0.07	0.03	57%	During the year Company has paid Current liabilities
Debt – Equity Ratio	Times	Debts/ Shareholder's equity	Debt - equity ratio has been computed as total debt divided by shareholder's equity. Total debt is defined as current and non current borrowings and lease liabilities. Shareholder's equity includes equity share capital and other equity.	-0.17	0.15	188%	During the year company has paid income tax liability of Rs. 30.00 lakhs
Debt Service Coverage Ratio	Times	Earning of debts service/ Debts Service	Debt service coverage ratio has been computed as earning for debt service divided by debt service. Earning for debt service represents net profit after tax after adjusting certain non cash items and interest expense. Debt service includes interest expense.	0	0	0%	NA
Return on Equity Ratio (ROE)	Percentage	Profit after tax/ Shareholder's equity	ROE has been computed as net profits after tax divided by average shareholder's equity	-0.97%	-1.68%	73%	Operating income increase from last year
Trade Payables turnover ratio	Times	Net Credit Purchase /Average Trade Payables	Trade payables turnover ratio has been computed as net purchases divided by average trade payables. Net purchases represents all the purchases for goods and services except employee costs, finance costs, depreciation and noncash expense.	0.13	0.37	185%	During the year Company has paid Trade Payables
Net Capital turnover ratio	Times	Revenue from Operation/ Working Capital	Net capital turnover ratio has been computed as revenue from operation divided by working	-0.14	-0.04	71%	During the year company has paid income tax liability of Rs. 30.00 lakhs

			calculated as current assets Net capital turnover ratio has been computed as revenue from operation divided by working capital. Working capital is calculated as current assets				
Net profit ratio	Percentage	Net profit/ Revenue from Operation	Net profit ratio has been computed as net profit divided by revenue from operation.	0.34	-7.35	22.60	Operating income increase from last year
Return on Capital Employed Ratio (ROCE)	Percentage	Earnings before Interest and Tax/ Capital Employed	ROCE has been computed as earnings before interest and taxes divided by capital employed where capital employed represents net worth, total debt, lease liability and deferred tax se liability and deferred tax liability.	-0.11	-1.20	990%	Operating income increase from last year
Return on investment Ratio	Percentage	Finance Income/ Investments	Return on investment has been computed as Finance Income divided by Investments. Finance income represents Interest income from bank deposits, Net gain on sale of current investments and Marked to market gain on current investments. Investments includes Investments in mutual funds, Bank deposits, Cash and cash equivalents and Bank balances.	0	0	0	NA



PREMIUM CAPITAL MARKET & INVESTMENT LIMITED

**PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED**

CIN: L67120MP1992PLC007178

Registered Office: 401, Starlit Tower 29 Y N Road Indore

Website [www.premiumcapital.in](http://www.premiumcapital.in)

Tel: (0731) 2536127,2433348

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

<b>Name and address of the Registered member</b>	
<b>Folio No./DP ID No./ Client ID No.</b>	
<b>No. of Shares</b>	

I hereby record my presence at the 30th Annual General Meeting of the Company to be held at 401, Starlit Tower 29 Y N Road Indore-452003 on Friday 30<sup>th</sup> Day of September, 2022 at 10.00 A.M.

\_\_\_\_\_  
Signature of the Member/Joint Member/Proxy attending the Meeting

<b>Electronic Voting Event Number (EVEN)</b>	<b>User ID</b>	<b>Password</b>

**Note:**

Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.



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<b>Name and address of the Registered member</b>	
<b>Folio No./DP ID No./ Client ID No.</b>	
<b>No. of Shares</b>	

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company to be held at 401, Starlit Tower 29 Y N Road Indore -452003 on Friday 30<sup>th</sup> Day of September, 2022 at 10.00 A.M.

\_\_\_\_\_  
Signature of the Member/Joint Member/Proxy attending the Meeting

<b>Electronic Voting Event Number (EVEN)</b>	<b>User ID</b>	<b>Password</b>

**Note:**

Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company to be held Friday 30<sup>th</sup> Day of September, 2022 at 10.00 A.M. at 401, Starlit Tower, 29, Y. N. Road, Indore -452003 and at any adjournment thereof in respect of such resolutions:

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2022

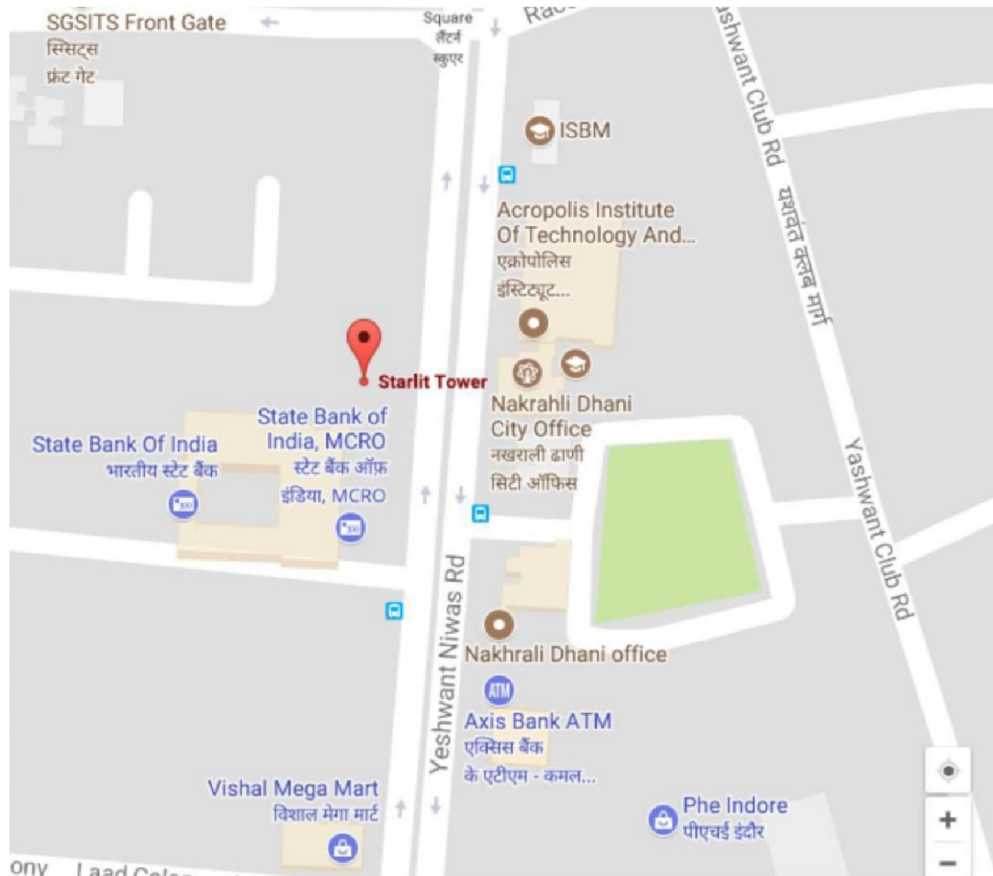
Signature \_\_\_\_\_

Signature of Proxy holder(s): .....

**Notes:**

- (ii) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (iii) For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 30<sup>th</sup> Annual General Meeting.
- (iv) A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 Member.

## AGM VENUE MAP - STARLIT TOWER





**BOOK PAPER  
PRINTED MATTER**

TO, \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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