



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

CIN :L67120MP1992PLC007178

PCMIL/2021

16TH SEPTEMBER, 2021

To,

The Manager

Listing Department BSE

BSE Ltd.

Rotunda Building

P.I. Tower, Dalal Street, Fort

Email: corp.relations@bseindia.com

Online filing at listing.bseindia.com

BSE CODE 511660

Subject: Annual report for the year ending 31.03.2021.

Dear Sir/Madam,

Enclosed herewith copy of Annual report for the year ending 31.03.2021.

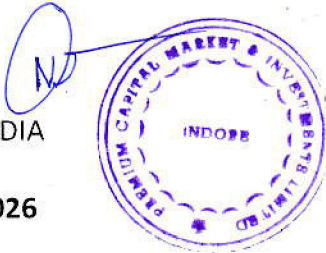
You are requested to please take on record the above said document for your reference and further needful.

Thanking you.

Yours faithfully,

FOR, Premium Capital and Market Investment.

NITIN KANODIA
Director
DIN: 08374026



29th

Annual Report 2020-21



Premium

PREMIUM
CAPITAL MARKET &
INVESTMENTS LIMITED



BOARD OF DIRECTORS

Ms. Swati Singh, Whole Time Director
Mr. Deoraj Pathak, Independent Director
Mr. Nitin Kanodia, Independent Director

CHIEF FINANCIAL OFFICER

Mr. Jeevan Goyal

AUDITORS

S.N. Gadiya & Co.
Chartered Accountants
241, Applo Tower, 2, M.G. Road, Indore
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, 4th 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 29th Annual General Meeting of Premium Capital Market and Investments Limited will be held on Monday, 27th Day of September, 2021 at 10.00 A.M. at registered office at 401, Starlit Tower, 4th Floor, 29 Y.N. Road, Indore (M.P.) – 452003 of the company 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, 2021 including Audited Balance Sheet as at 31st March, 2021 and audited Statement of Profit & Loss Account for the year ended on 31st March, 2021 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, 2021 including Audited Balance Sheet as at 31st March, 2021, the Statement of Profit & Loss Account for the year ended on 31st March, 2021 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 appoint Mr. Dharmendra Kashyap as a Whole time Director of the Company, who shall be liable to retire by rotation.

“**RESOLVED THAT** Mr. Dharmendra Kashyap is appointed as a Whole time Director of the Company, who shall be liable to retire by rotation.

3. Miss. Swati Singh, Whole Time Director, who is liable to retire in this Annual General Meeting her tenure is to be treated as complete.

“**RESOLVED THAT** Miss Swati Singh, who is liable to retire in this annual general meeting her tenure is to be treated as complete.

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

Place: Indore

Date: 01.09.2021

Registered office

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

Nitin Kanodia
DIN: 08374026
Director



Notes:

1. 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.
2. Register of Member and Share Transfer Book of the Company will remain closed from 21-09-2021 to 27-09- 2021 (both day inclusive).
3. 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.
4. 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.
5. 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.
6. 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 11.00 A.M.to 1.00.
7. 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.
8. 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.
9. 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.
10. 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 INE 555D01019. 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 (M.P.).



11. 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-SH13, which may be sent on request. However, in case of demat holdings; the shareholders should approach to their respective depository participants for making nominations.
12. 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 no. 4 of the notice, are also annexed.
13. 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.
14. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail benefit of dematerialization.
15. 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.
16. The Notice of the 29th AGM along with the Annual Report 2020-21 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 a request 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.
17. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for the year 2020-21 will also be available on the Company's website at 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 (11.00 A.M. to 1.00 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.
18. 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 29th 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:



CDSL e-Voting System – For Remote e-voting or postal ballot

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 24th September, 2021 10 a.m. 26th September 2021, 5 p.m. and ends on . 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 20th September 2021, 5 p.m. 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.

- (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 and joining virtual meetings 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 | <ol style="list-style-type: none">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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 or joining virtual meeting & voting during the meeting. 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. |



| Type of shareholders | Login Method |
|---|--|
| | <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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> |
| Individual Shareholders holding securities in demat mode with NSDL | <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: https://eservices.nSDL.com 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 or joining virtual meeting & voting during the meeting.</p> |

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

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

| Login type | Helpdesk details |
|---|---|
| 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43. |
| 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(v) Login method for e-Voting and joining virtual meetings 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.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

- 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 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:

| | |
|---|---|
| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| 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">• 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. |
| Dividend Bank Details OR 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">• 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. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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 demat holders for voting for resolutions of any other company on which 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

(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 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.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to _____
By order of the Board of Directors

Premium Capital Market and Investments Limited

Place: Indore

Date: 01.09.2021

Registered office

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

Nitin Kanodia
DIN: 08374026
Director

DIRECTORS' REPORT

To,

The Members,

Premium Capital Market and Investments Limited Indore-452003

Your directors are pleased to present the 29th Annual report together with the Audited Financial Statements for the year ended on 31st March, 2021.

FINANCIAL RESULTS

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

(Rs. in Lakhs)

| | 2020-21 | 2019-20 |
|---|-----------------|-----------------|
| Total Income from operations | 1.49 | 1.76 |
| Profit (Loss) before tax and depreciation | (10.93) | (9.79) |
| Less : Depreciation | 0.00 | 0.00 |
| Profit (Loss) before Tax | (10.93) | (9.79) |
| Previous year's adjustment | 0.00 | 0.00 |
| | <u>0.00</u> | <u>0.00</u> |
| Provision for Tax | 0.00 | 0.00 |
| | (10.93) | (9.79) |
| Add : Balance brought forward from previous year | (636.52) | (626.73) |
| Add:- Depreciation/Amortization effect given for previous years | (00.00) | (00.00) |
| Losses carried to Balance Sheet | <u>(647.45)</u> | <u>(636.52)</u> |
| Earnings Per Share | <u>(00.00)</u> | <u>(00.00)</u> |

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, 2021.

COVID-19

In the last month of FY 2020 and 2021, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees. The switch to work from home for employees all over extending. As of March 31, 2021, work from home was enabled to close to 100 percent of the employees to work remotely and securely.

REVIEW ON OPERATIONS

During the Financial Year 2020-21, the Company has losses of Rs (10.93) Lacs in comparison to last year's loss of Rs. (9.79) 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. 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 out of whom one is Chairperson who is also the woman Whole time director, besides two independent Directors and Ms. Swati Singh is liable to retire by rotation.

Ms. Swati Singh who is retired by rotation and Mr. Dharmendra Kashyap being eligible for offers himself for 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 2020-21:

| S No. | Date of Meeting | Board Strength | No. of Directors Present |
|--------------|------------------------|-----------------------|---------------------------------|
| 1. | 27th June, 2020 | 3 | 2 |
| 2. | 01st July, 2020 | 3 | 2 |
| 3. | 07th August, 2020 | 3 | 2 |
| 4. | 30th October, 2020 | 3 | 2 |
| 5. | 12th February, 2021 | 3 | 2 |



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 2020-21 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

In pursuance of Section 134(3) (c) read with section 134(5) of the Companies Act, 2013, your directors State that:

- a) In the preparation of accounts, the applicable accounting standards have been followed.
- b) Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company as at the end of March 31, 2020 and the Statement of Profit / Loss of the company for the year ended on that date.
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities.



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

- d) The annual accounts of the company have been prepared on a going concern basis.
- e) The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- f) There is a proper system to ensure compliance with the provisions of all applicable laws and those systems are adequate and operating effectively.

AUDITOR

The rectify the appointment of S.N. GADIYA & Co., having (Firm Reg No. 002052C) Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of ensuing 28th Annual General Meeting until the conclusion of the 33rd 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 7,91,809 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 Ms. Sudhanya Sengupta Practicing Company Secretary (Membership No.FCS7057 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:

- 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 last 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 last 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 2020-21 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 FormAOC-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.

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

ACKNOWLEDGEMENT:

Your Director wish to place on record their sincere appreciation and acknowledge with the gratitude forth assistance, cooperation 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 Investments Limited

Place: Indore

Date: 01.09.2021

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 31st March, 2021**

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

I. REGISTRATION AND OTHER DETAILS:

| | | |
|------|---|--|
| i. | CIN | L67120MP1992PLC007178 |
| ii. | Registration Date | 24 th June, 1992 |
| iii. | Name of the Company | Premium Capital Market & Investments 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 th Floor, Starlit Tower, 29, Y.N.Road, Indore (M.P) – 452001 Tel : 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, |

II. 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. Name And Address No. 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*)

i. 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 | |
| A. Promoter | | | | | | | | | |
| 1) Indian | | | | | | | | | |
| 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 | - | - | - | - | - | - | - | - | - |
| Sub-total(A)(1):- | 2647398 | 204720 | 2852118 | 43.52 | 2647398 | 204720 | 2852118 | 43.52 | Nil |
| 2) Foreign | | | | | | | | | |
| g) NRIs-Individuals | - | - | - | - | - | - | - | - | - |
| h) Other-Individuals | - | - | - | - | - | - | - | - | - |
| i) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| j) Banks / FI | - | - | - | - | - | - | - | - | - |
| k) Any Other.... | - | - | - | - | - | - | - | - | - |
| Sub-total (A)(2):- | - | - | - | - | - | - | - | - | - |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| 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) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1) | - | 500 | 500 | 0.01 | - | 500 | 500 | 0.01 | - |
| 2. Non Institutions | | | | | | | | | |
| a) Bodies Corp. (i) Indian (ii) Overseas | 59412 | 304300 | 363712 | 5.55 | 59412 | 304300 | 363712 | 5.55 | - |



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

| | | | | | | | | | |
|---|-------------|---------|---------|-------|---------|---------|---------|-------|------|
| b) | Individuals | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 928928 | 1382100 | 2311028 | 35.26 | 928928 | 1382100 | 2311028 | 35.26 | 0.00 |
| (ii) Individuals shareholders holding nominal share capital upto 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 | 0.00 |
| Sub-total (B) (2) | 1487282 | 2213800 | 3701082 | 56.47 | 1487282 | 2213800 | 3701082 | 56.47 | 0.00 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 1487282 | 2214300 | 3701582 | 56.48 | 1487282 | 2214300 | 3701582 | 56.48 | 0.00 |
| C. Share held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 4134680 | 2419020 | 6553700 | 100 | 4134680 | 2419020 | 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/ encumbred 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 |