



## 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: 10/12/2020**

To,  
The Manager,  
Listing Department BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai (M.H.)- 400 001  
Scrip Code: 511660

**Subject: Annual Report for the year ending 31.03.2020**

Dear Sir/Madam,

We are enclosing herewith copy of Annual Report for the year ending 31.03.2020.

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

Thanking you,  
Yours faithfully,

**FOR, Premium Capital Market and Investments Limited**

**NITIN KANODIA**  
Director  
DIN: 08374026



# 28<sup>th</sup>

Annual Report 2019-20



*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

**COMPANY SECRETARY**

Miss Neetu Sharma

**AUDITORS**

Vishal paliwal & Associates,  
Chartered Accountants,  
311, 3<sup>rd</sup> floor Sapna Chamber,  
12/1 South Tukhoganj, Indore(M.P)

**SECRETARIAL AUDITOR**

CS Nikhil Dhanotiya  
Practicing Company Secretary,  
Office: 706-A Rajani Bhawan  
Opp. High Court, Indore (M.P.)-452001

**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 28th Annual General Meeting of Premium Capital Market and Investments Limited will be held on Tuesday, 22nd Day of December, 2020 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, 2020 including Audited Balance Sheet as at 31st March, 2020 and audited Statement of Profit & Loss Account for the year ended on 31st March, 2020 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, 2020 including Audited Balance Sheet as at 31st March, 2020, the Statement of Profit & Loss Account for the year ended on 31st March, 2020 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 M/s. S.N. Gadiya & Co., Chartered Accountants, Statutory Auditors of the Company in place of CA Vishal Paliwal & Associates, to hold office from the conclusion of ensuing 28th Annual General Meeting until the conclusion of the 33th 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 from the conclusion of the ensuing 28th Annual General Meeting till the conclusion of the 33th Annual General Meeting, at a remuneration as may be mutually agreed upon between the Board and the aforesaid Auditors”

3. **To appoint a director in place of Miss. Swati Singh, Director, who retires by rotation and being eligible, 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.**

“**RESOLVED THAT** Miss Swati Singh, 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 Whole time 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:

4. **Issue need to be discuss with the members of the Company**

The issue of persons wrongly mentioned in the promoter group was again brought out before the board and it was discussed in the meeting as other agenda. The board approved that the names of 68 persons be removed from the list of promoter group. Necessary legal steps should be taken to ensure that the company is in compliance of all the provisions of law in this regard. This is to inform to everyone that Smt. Dr. Sushma Bandi and Shri Sudarshan Kumar Bandi are the only promoters of the Company who had formed the company and all the managerial decisions and control lies in the hands of two of them. Other Persons who are wrongly mentioned as promoters in the promoter group list are not in any way related to the company, its matters nor related to any directors of the Company. They have not participated in the management of the company nor advised the board of the Directors at any point of time. The names of such persons are as under:



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

S.No.	Particulars	S.No.	Particulars	S.No.	Particulars
1.	Prem Neema	25.	Rajesh Parekh	49.	Ramkumar Dubey
2.	MaheshChandra Asawa	26.	Deepika Salgia	50.	Shiv Narayan Suley
3.	Kanhaiyalal Bandi	27.	Sunita Khapra	51.	Archana Sharma
4.	Sujata Chhutar	28.	Kharban Maurya	52.	Subhash Chand Sen
5.	Ajay Jormal Mehta	29.	RN Chopra	53.	Gyan Chand Seth
6.	Dr. Neela Waghmare	30.	Kamal Kanth Seth	54.	Dilip Khapra
7.	Dr. Arun Waghmare	31.	Jitendra Kumar Salgia	55.	KB Jose
8.	Manak Devi Bandi	32.	Omprakash Kabra	56.	Rajendra Bihari Padliya
9.	Praveen Prem Raj	33.	Kantilalji Bandi	57.	Sharad Joshi
10.	Sonali Waghmare	34.	Keshari Malji Bandi	58.	Urmila Saroiya
11.	Suresh Kumar Jain	35.	B.V. Vavikar	59.	Sital Kumar Gandhi
12.	Geeta Devi Agarwal	36.	Dhyaneshwar Bankhele	60.	Atul Agarwal
13.	Rajmani Maurya	37.	Sashi Juneja	61.	Chand Malji Khapra
14.	Nirmala Jain	38.	Narendra Prem Raj	62.	Joseph Sebastian
15.	Hemlata Joshi	39.	Kokila Bandi	63.	Mukesh Patangia
16.	Madhu Bandi	40.	Ashok Kumar Gandhi	64.	Sanjay Mahajan
17.	Sarla Kumari Bandi	41.	Shambhu Dutta Bohara	65.	Urmila Doshi
18.	Shiv Dutta Bohara	42.	Sumer Chand Jain	66.	Mahesh Khandelwal
19.	Siddharth Bandi	43.	PushpendraBandi	67.	Manmal Khapra
20.	Santosh Kumar Bandi	44.	Arun Kumar Salgia	68.	Vinayshithajag Dawat
21.	Saurabh Bandi	45.	Ashok Ramchandani		
22.	Sushil Kumar Bandi	46.	Harish Ramchandani		
23.	Vimal Kumar Bandi	47.	Narayan Dubey		
24.	Sunil Kumar Juneja	48.	Ramila R		

**“RESOLVED THAT** pursuant to the above discussions the names of the above mentioned 68 persons be removed from the list of promoters or promoter group and necessary steps should be taken by the company before the relevant authorities and necessary forms and returns be filed for correction of the above names.”

That apart from the above persons, following blood relative of the main promoter are also included in the list of promoter group whereas these persons are not involved with the day to day affairs or the management of the company as all of them are having their own separate families and their own businesses these persons are merely included in the promoter group based on the blood relations. These Persons do not have any influence on the board of director of the company nor they advise or instruct the board. Therefore, it is proposed to remove the names of the following blood relatives from the list of promoter group .

- 1) Gaurav Bandi
- 2) Neha Bandi



- 3) Divya Bandi
- 4) Rajendra Kumar Bandi
- 5) Mahendra Kumar Bandi
- 6) Hans Kumar Bandi
- 7) Pushpa Bandi
- 8) Sonal Bandi
- 9) Sagar Bai Bandi
- 10) Shantilal Bandi

**“RESOLVED THAT** pursuant to the above discussions the names of the above 10 blood relatives be removed from the list of promoters or promoter group and necessary steps should be taken by the company before the relevant authorities and necessary forms and returns be filed for correction of the above names.”

That further to above, Mr. Suman Kumar Bandi who was part of the promoter at the time of incorporation of the Company and was associate as director of the Company in the initial years of operations only. That Mr. Suman Kumar Bandi Resigned from the directorship of the company long back (Before year 2000) due to personal family disputes with the main promoters of the Company and therefore, he is no more associate with the Company or its promoters and he has not participated in the affairs of the company and therefore also his name requires to be removed from the promoter list.

**“RESOLVED THAT** pursuant to the above discussions the name of Shri Suman Kumar Bandi be removed from the list of promoters or promoter group and necessary steps should be taken by the company before the relevant authorities and necessary forms and returns be filed for correction of the above name.”

5. That due to the carried forward losses in the last few years the net worth of the company has eroded drastically due to which Company is facing acute financial crises. That the Company has tried its level best to revive and start new business however due to lack of availability of funds Company is unable to revive its operations. That the recent COVID-19 PANDAMIC has added to the difficulties of the company due to which it is now almost impossible to continue the operations of the company wherein it is facing shortage of funds to meet day to day cash which is also detrimental to the interest of the company and of all the other stakeholders. That the recent changes in the regulatory environment is also making it difficult for the company to survive therefore it is proposed that the Company apply for summary winding up under section 361 of the Companies Act, 2013 read with companies (Winding up) Rules, 2020.

**“RESOLVED THAT** pursuant to section 361 of the Companies Act, 2013 read with companies (Winding up) Rules, 2020 the company be wound up under the summary winding up provisions and necessary steps be taken for the same .

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

**Place:** Indore  
**Date:** 27.11.2020

**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 16-12-2020 to 22-12- 2020 (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 28<sup>th</sup> AGM along with the Annual Report 2019-20 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 28th Annual General Meeting and the Annual Report for the year 2019-20 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 (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](mailto: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 28th 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:
  - (i) The voting period begins on 19th December 2020, 10:00 am and ends on 21st December 2020 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 15th December 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.





**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
  - (1) After entering these details appropriately, click on “SUBMIT” tab.
  - (2) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
  - (3) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (4) Click on the EVSN for the relevant on which you choose to vote.

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).</li></ul>



- (vlii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xv) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Other Instructions –
- (i) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date on Tuesday, 15th December 2020.
  - (ii) Mr. Gajendra Singh Shekhawat, Advocate (Reg. No. MP/850/2012) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner.
  - (iii) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, will first count the



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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votes casted at the meeting, thereafter unblock the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make, not later than forty eight hours (48) of conclusion of meeting a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

- (iv) The results declared along with the report of the scrutinizer will be placed on the website of the Company viz. [www.premiumcapital.in](http://www.premiumcapital.in) and website of CDSL immediately after the results are declared by the Chairman or a person authorized by him and will simultaneously be communicated to the BSE Limited, the Stock Exchange on which the securities of the Company are listed.
- (v) Members please note that no gifts shall be distributed at the meeting.

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

**Place:** Indore

**Date:** 27.11.2020

**Registered office**

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

**Nitin Kanodia**

**DIN: 08374026**

**Director**



**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions at item No. 3 to 5.**

**Item No. 3:**

Ms. Swati Singh, is Women Director of the Company Having Experience In law. Being a Woman her Contribution to the company is of Great help. Therefore Miss. Swati Singh, Director, who retires by rotation and being eligible, 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.

**Item No.4:**

The issue of persons wrongly mentioned in the promoter group was again brought out before the board and it was discussed in the meeting as other agenda. The board approved that the names of 68 persons be removed from the list of promoter group. Necessary legal steps should be taken to ensure that the company is in compliance of all the provisions of law in this regard. This is to inform to everyone that Smt. Dr. Sushma Bandi and Shri Sudarshan Kumar Bandi are the only promoters of the Company who had formed the company and all the managerial decisions and control lies in the hands of two of them. Other Persons who are wrongly mentioned as promoters in the promoter group list are not in any way neither related to the company, its matters nor related to any directors of the Company. They have not participated in the management of the company nor advised the board of the Directors at any point of time.

**Item No.5:**

That due to the carried forward losses in the last few years the net worth of the company has eroded drastically due to which Company is facing acute financial crises. That the Company has tried its level best to revive and start new business however due to lack of availability of funds Company is unable to revive its operations. That the recent COVID-19 PANDAMIC has added to the difficulties of the company due to which it is now almost impossible to continue the operations of the company wherein it is facing shortage of funds to meet day to day cash requirements which is also detrimental to the interest of the company and of all the other stakeholders. In view of the above the company to survive therefore it is proposed that the Company apply for summary winding up under section 361 of the Companies Act, 2013 read with companies (Winding up) Rules, 2020.

## DIRECTORS' REPORT

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

Your directors are pleased to present the 28th Annual report together with the Audited Financial Statements for the year ended on 31st March, 2020.

### 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)

	2019-20	2018-19
Total Income from operations	1.76	11.68
Profit (Loss) before tax and depreciation	(9.79)	0.61
Less : Depreciation	0.00	0.00
Profit (Loss) before Tax	(9.79)	0.61
Previous year's adjustment	0.00	0.00
	0.00	0.00
Provision for Tax	0.00	0.00
	(9.79)	0.61
Add : Balance brought forward from previous year	(629.68)	(630.29)
Add:- Depreciation/Amortization effect given for previous years	(00.00)	(00.00)
Losses carried to Balance Sheet	(639.47)	(629.68)
Earnings Per Share	(00.00)	(00.00)

### 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, 2020.

### COVID-19

In the last month of FY 2020, 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, 2020, 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 2019-20, the Company has losses of Rs (9.79) Lacs in comparison to last year's profit of Rs. 0.61 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.

The Board of Directors has Proposed to reappoint Ms. Swati Singh 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 2019-20:

<b>S No.</b>	<b>Date of Meeting</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1.	26th April, 2019	3	3
2.	15th May, 2019	3	3
3.	12th May, 2019	3	3
4.	16th July, 2019	3	3
5.	12th August, 2019	3	3
6.	05th October, 2019	3	3
7.	14th November, 2019	3	3
8.	14th February, 2020	3	3



## **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 2019-20 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 & Earning's 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.
- d) The annual accounts of the company have been prepared on a going concern basis.





## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

- 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

**VISHAL PALIWAL AND ASSOCIATES**, Chartered Accountants, were appointed as statutory auditors of the Company in conformity with the provisions of sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, who resigned before their tenure was completed due to personal reasons.

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 in place of CA Vishal Paliwal & Associates, to hold office from the conclusion of ensuing 28th Annual General Meeting 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 18,84,963 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 Mr. Nikhil Dhanotiya, Practicing Company Secretary (Membership No.A62578 CP No. 23498) to undertake the Secretarial audit of the company. The Secretarial Auditor Report is annexed herewith as "Annexure B".



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

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 2019-20 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.

### **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.



**ACKNOWLEDGEMENT:**

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 Investments Limited**

**Place:** Indore

**Date:** 27.11.2020

**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, 2020**

[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 <sup>th</sup> 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 <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,

**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. 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

**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	
<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>	2647398	204720	2852118	43.52	2647398	204720	2852118	43.52	Nil
<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. 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>	-	500	500	0.01	-	500	500	0.01	-
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii) Overseas	59812	304300	364112	5.56	59412	304300	363712	5.55	(0.01)



Premium

**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

b)	Individuals								
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	917028	1392700	2309728	35.24	928928	1382100	2311028	35.26	0.02
(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)	21609	528400	549609	8.39	21309	527400	548709	8.37	(0.02)
Sub-total (B) (2)	1475682	2225400	3701082	56.47	1487282	2213800	3701082	56.47	(0.00)
Total Public Shareholding (B)=(B)(1)+(B)(2)	1472582	2229000	3701582	56.48	1487282	2214300	3701582	56.48	(0.00)
C. Share held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4123080	2430620	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

**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





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**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>



**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, Promotes and Holders of GDRs & ADRs):**

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

\* That Certain 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 how ever due to technical road block the company is unable to apply to BSE for reclassification as the company is suspended. as a consequence the company is unable to remove their names from promoter group in the annual returns also. List of such 68 Individuals is given in Item No.4 of the Special Business AGM notice above.



**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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	--	--	—	--
ii) Interest due but not paid	--	--	—	--
iii) Interest accrued but not	--	-	—	-
Total (i+ii+iii)	-	--	-	--
Change in Indebtedness during the financial year				
- Addition		1,76,686/-	—	1,76,686/-
- Reduction		(99000)	—	(99000)
Net Change	—	77,686	—	77,686
Indebtedness at the end of the financial year				
i) Principal Amount	--	77,686/-	—	77,686/-
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	77,686/-	—	77,686/-



**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 (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	1,20,000/-  Nil	1,20,000/-  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)	1,20,000/-	1,20,000/-
	Ceiling as per the Act	N.A	N.A.

**B. Remuneration to other directors:**

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	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	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		
		PA (CS)	JG (CFO)	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.17	0.00	0.17
2.	Stock Option			
3.	Sweat Equity			
4.	Commission - as % of profit - others, specify...			
5.	Others, please specify			
6.	Total	0.17	0.00	0.17

**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
<b>A. Company</b>					
Penalty Punishment Compounding			None		
<b>B. Directors</b>					
Penalty Punishment Compounding			None		
<b>C. Other Officers In Default</b>					
Penalty Punishment Compounding			None		

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

**Place:** Indore  
**Date:** 27.11.2020  
**Registered office**  
401, Starlit Tower, 4<sup>th</sup> Floor  
29 Y.N. Road, Indore (M.P.) 452003

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



**Annexure "B"**

**Form No. MR -3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020**

[Pursuant To Section 204(1) of The Companies Act, 2013 And Rule 9 Of The Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,  
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, 2020 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, 2020 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; (not applicable to the company during the audit period);
- (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; (not applicable to the company during the audit period);

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (not applicable to the company during the audit period);
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the company during the audit period)
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable to the company during the audit period)
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Which is not applicable to the company during the audit period)
- i) The Securities and Exchange Board of India (Listing obligations And Disclosure Requirements) Regulations, 2015.

**I have also examined compliance 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 follow: As informed by the management and details produced before us that, no other laws 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 revoked 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 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 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.





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

Majority decision is carried through while the dissenting members' views are 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 compliance 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.

**CS. Nikhil Dhanotiya**

Practicing Company Secretary

Membership No. A62578

Certificate of Practice No.23498

UDIN NO.A062578B001338292

**Date: 27-11-2020**

**Place: Indore**



**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, 2020 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: 20-11-2020**

**Sd/-  
Jeevan Goyal  
(Chief Financial Officer)**

**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 2019-20, 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: 20/11/2020  
Place: Indore**

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

## Independent Auditor's Report

To the Members of Premium Capital Market & Investments Limited

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Premium Capital Markets & Investments Limited ('the Company'), which comprise the balance sheet as at 31 March 2020, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone 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 and presentation of these standalone 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 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.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid



standalone 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020 and its profit and its cash flows for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by 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 and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid standalone 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 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - (f) With respect to adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure II".
  - (g) 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 has disclosed the impact of pending litigation on its financial position in its financial statements –Refer Note 19 (sub note no. 4) of the accounts to the financial statements;
    - ii. The Company did not have any, on long-term contracts including derivative contracts for which there were any material foreseeable losses ; and
    - iii. There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Vishal Paliwal & Associates**  
Chartered Accountants  
FRN: 011145C

**Place:** INDORE  
**DATE:** 22/06/2020  
**UDIN:** 20401307AAAACU2987

**CA Vishal Paliwal**  
(PARTNER)  
Membership no 401307



**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 2020, 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 2020 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. However, according to information and explanations given to us, the following dues of income tax, sales tax, service tax and value added tax have not been deposited by the Company on account of disputes

Name of the statute	Nature of dues	Amount (in Lacs)	Period to which the amount relates	Forum where dispute is pending
Income tax act, 1961	Demand	91.18	A.Y 1996-97	Hon'ble High Court of Madhya Pradesh, Bench at Indore .



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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- (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 Vishal Paliwal & Associates**

Chartered Accountants

FRN: 011145C

**Place:** INDORE

**DATE:** 22/06/2020

**UDIN:** 20401307AAAACU2987

**CA Vishal Paliwal**

(PARTNER)

Membership no 401307

## **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, 2020 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
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **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, 2020, 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 Vishal Paliwal & Associates**  
Chartered Accountants  
FRN: 011145C

**Place:** INDORE  
**DATE:** 22/06/2020  
**UDIN:** 20401307AAAACU2987

**CA Vishal Paliwal**  
(PARTNER)  
Membership no 401307



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**Premium Capital Market & Investments Ltd  
Financial Statements as at 31-Mar-2020**

In ` (Rupees)

	<b>PARTICULARS</b>	<b>Note No.</b>	<b>Amount As at 31-03-2020</b>	<b>Amount As at 31-03-2019</b>
<b>I.</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment	2	3858	3858
	(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	4555000	4555000
	(ii) Trade Receivables		-	-
	(iii) Loans		-	-
	(iv) Others (to be specified)	4	217792	217792
	(i) Deferred tax assets (net)		-	-
	(j) Other Non-Current Assets	5	338078	251355
	<b>Total Non-Current Assets</b>		<b>5114728</b>	<b>5028005</b>
<b>2</b>	<b>Current Assets</b>			
	(a) Inventories		-	-
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	6	42207	100000
	(iii) Cash and Cash Equivalents	7	114329	290295
	(iv) Bank balances other than (iii) above		-	-
	(v) Loans		0	0
	(vi) Others (to be specified)		-	-
	(c) Current Tax Assets (Net)	8	0	36723
	(d) Other Current Assets		-	-
	<b>Total Current Assets</b>		<b>156536</b>	<b>427018</b>
	<b>Total Assets</b>		<b>5271264</b>	<b>5455023</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>			
	(a) Equity Share Capital	9A	65537000	65537000
	(b) Other Equity			
	Reserves and Surplus	9B	(63652037)	(62673062)
	Other Reserve			
	<b>Total Equity</b>		<b>1884963</b>	<b>2863938</b>
<b>1</b>	<b>LIABILITIES</b>			
	<b>Non-Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings		-	-
	(ii) Trade Payables		-	-
	(iii) Other financial liabilities		-	-



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

	(b) Provisions		-	-
	(c) Deferred tax liabilities (Net)		-	-
	(d) Other Non-Current Liabilities		-	-
	<b>Total Non- Current Liability</b>		<b>0</b>	<b>0</b>
<b>2</b>	<b>CURRENT LIABILITIES</b>			
	<b>(a) Financial Liabilities</b>			
	(i) Borrowings	10	77686	0
	(ii) Trade Payables	11		
	(a) Total Outstanding dues to MSME		0	0
	(b) Total Outstanding dues of creditors other than MSME		1950255	1540415
	(iii) Other financial liabilities		-	-
	(b) Other Current Liabilities	12	1260660	1005970
	(c) Provisions	13	97700	44700
	(d) Current Tax Liabilities (Net)		-	-
	<b>Total Current Liabilities</b>		<b>3386301</b>	<b>2591085</b>
	<b>Total Liabilities</b>		<b>3386301</b>	<b>2591085</b>
	<b>Total Equity and Liabilities</b>		<b>5271264</b>	<b>5455023</b>

Significant Accounting Policies and notes to the accounts 1-18

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. Vishal Paliwal & Associates**

Chartered Accountants  
Firm Reg. No : 011145C

**CA. Vishal Paliwal**  
Partner  
Membership No. : 401307

Place: Indore  
Date: 22nd June 2020

**For and On Behalf of the Board of Directors**

**Jeevan Goyal**  
CFO

**Nitin Kanodia**  
Director  
DIN : 08374026

**Devraj Pathak**  
Director  
DIN : 06850834

Place: Indore  
Date: 22nd June 2020



Premium Capital Market & Investments Ltd  
Statement of Profit and Loss for the year ended 31-Mar-2020

In ` (Rupees)

PARTICULARS	Note No.	Amount Year Ended 31-03-2020	Amount Year Ended 31-03-2019
Revenue from Operations	14	176207	1168785
Other Income	15	36739	117879
<b>TOTAL REVENUE (I + II)</b>		<b>212946</b>	<b>1286664</b>
<b>EXPENSES</b>			
Cost of materials consumed		0	0
Purchases of Stock-in-Trade		0	0
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		0	0
Employee Benefit Expenses	16	149000	365915
Finance Costs	17	0	28100
Depreciation and Amortization Expenses		0	0
Other Expenses	18	1042922	831439
<b>TOTAL EXPENSES</b>		<b>1191922</b>	<b>1225454</b>
<b>Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>		<b>(978975)</b>	<b>61210</b>
Exceptional Items		0	0
<b>Profit before Extraordinary Items and Tax</b>		<b>(978975)</b>	<b>61210</b>
Extraordinary Items		0	0
<b>Profit Before Tax</b>		<b>(978975)</b>	<b>61210</b>
<b>Tax Expense</b>		<b>0</b>	<b>0</b>
Current Tax		0	0
Deferred Tax		0	0
Total Tax Expenses		0	0
<b>Profit/(Loss) for the period from Continuing Operations(IX-X)</b>		<b>(978975)</b>	<b>61210</b>
Profit/(Loss) from Discontinuing Operations		0	0
Tax Expense of Discontinuing Operations		0	0
<b>Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)</b>		<b>0</b>	<b>0</b>
Profit(Loss) for the Period(XI+XIV)(A)		(978975)	61210
<b>Earnings per Equity Share</b>			
-Basic		-0.15	0.01
-Diluted		-0.15	0.01
Other Comprehensive Income (OCI)		0.00	0.00
OCI to be reclassified to profit or loss in subsequent periods		0.00	0.00



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**Premium Capital Market & Investments Ltd  
Statement of Profit and Loss for the year ended 31-Mar-2020**

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>		0.00	0.00
<b>"OCI not to be reclassified to profit or loss in subsequent periods"</b>		0.00	0.00
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>		0.00	0.00
<b>"Total OCI for the year, net of tax (D) [B+C]"</b>		0.00	0.00
<b>Total comprehensive income for the year (A+D)</b>		0.00	0.00

**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. Vishal Paliwal & Associates**  
Chartered Accountants  
Firm Reg. No : 011145C

For and On Behalf of the Board of Directors

**CA. Vishal Paliwal**  
Partner  
Membership No. : 401307

**Jeevan Goyal**  
CFO

**Nitin Kanodia**  
Director  
DIN : 08374026

**Devraj Pathak**  
Director  
DIN : 06850834

Place: Indore  
Date: 22nd June 2020

Place: Indore  
Date: 22nd June 2020



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
For the Year ended 31st March, 2020**

<b>A. Equity Share Capital</b>		In ` (Rupees)
<b>As at 1 April 2018</b>		65537000
Changes in Equity Share Capital ( FY 2018-19)		0
<b>As at 31st March 2019</b>		65537000
Changes in Equity Share Capital (FY 2019-20)		0
<b>As at 31st March 2020</b>		65537000

**B. Other Equity  
As at 31st March 2019**

	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves (Reserves U/s 45C of RBI Act,1934)	Retained Earnings	
<b>Balance as at (01.04.2018)</b>	0	0	241534	(62975806)	(62734272)
Total Comprehensive Income for the year	0	0	0	0	0
Dividends	0	0	0	0	0
Transfer to retained earnings	0	0	0	0	0
Any other change :-	0	0	0	0	0
(a) Net Profit / (Loss) for the current Year	0	0	0	61210	61210
<b>Balance as at (31.03.2019)</b>	0	0	241534	(62914596)	(62673062)

**As at 31st March 2020**

	Reserves and Surplus				Total
	Capital Reserve	Securities Premium	Other Reserves	Retained Earnings	
<b>Balance as at (01.04.2019)</b>	0	0	241534	(62914596)	(62673062)
Total Comprehensive Income for the year	0	0	0	0	0
Dividends	0	0	0	0	0
Transfer to retained earnings	0	0	-241534	241534	0
Any other change :-	0	0	0	0	0
(a) Net Profit / (Loss) for the current Year	0	0	0	-978975	-978975
<b>Balance as at (31.03.2020)</b>	0	0	0	(63652037)	(63652037)

**For M/s. Vishal Paliwal & Associates**  
Chartered Accountants  
Firm Reg. No : 011145C

**For and On Behalf of the Board of Directors**

**CA. Vishal Paliwal**  
Partner  
Membership No. : 401307

**Jeevan Goyal**  
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Director  
DIN : 08374026

**Devraj Pathak**  
Director  
DIN : 06850834

Place: Indore  
Date: 22nd June 2020

Place: Indore  
Date: 22nd June 2020



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**Premium Capital Market & Investments Ltd**  
**CASH FLOW STATEMENT FOR THE YEAR ENDING ON 31ST MARCH 2020** (Amount in Rs.)

	2019-20	2018-19
<b>1 CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Interest, Tax and Extra-Ordinary Items	(978975)	89310
ADJUSTMENTS FOR :-		
Depreciation of Property, Plant and Equipment	0	0
Loss on decognition of Property, Plant and Equipment	0	6955
Interest Income	0	0
Dividend	0	0
Loss / (Profit) on Sale of Investments	0	0
Future & Option Trading Loss / (Profit)	0	0
(Profit) on Sale of Property, Plant and Equipment	0	(3018)
Loss on Sale of Property, Plant and Equipment	0	3605
Provision for Diminutions in Current Investments	0	0
Other Income	0	0
Operating Profit Before Working Capital Changes	(978975)	96852
ADJUSTMENTS FOR :-		
(Increase)/Decrease in Trade Receivable	57793	(100000)
Increase /(Decrease) in Trade Payables	409840	410250
Increase/(Decrease)in Other Current Liabilities & Provisions	307690	(127167)
(Increase)/Decrease in Current Tax Assets	36723	(36723)
(Increase)/Decrease in Other Current Assets	0	0
(Increase)/Decrease in Other Non Current Assets	(86723)	(11777)
<b>Cash Generated from Operating Activities</b>	<b>(253653)</b>	<b>231435</b>
Income tax	0	0
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>(253653)</b>	<b>231435</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Property, Plant and Equipment	0	38767
Profit on Sale of Property, Plant and Equipment	0	3018
(Loss) on Sale of Property, Plant and Equipment	0	(3605)
Net Decrease / (Increase) in Investments	0	0
Interest Income	0	0
Dividend Received	0	0
Profit (Loss) from Trading in Share	0	0
Future & Option Trading Loss / (Profit)	0	0
Other Income	0	0
<b>NET CASH USED IN INVESTING ACTIVITY (B)</b>	<b>0</b>	<b>38180</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance Charged Paid	0	(28100)
Increase/(Decrease) in Borrowings	77686	(1044651)
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>77686</b>	<b>(1072751)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)</b>	<b>(175967)</b>	<b>(803136)</b>
<b>Cash and Cash Equivalents as at the commencement of the Year</b>	<b>290295</b>	<b>1093432</b>
<b>Cash and Cash Equivalents as at the end of the Year</b>	<b>114329</b>	<b>290295</b>
Note : All Figures in Brackets are outflows		

**For M/s. Vishal Paliwal & Associates**  
Chartered Accountants  
Firm Reg. No : 011145C

**For and On Behalf of the Board of Directors**

**CA. Vishal Paliwal**  
Partner  
Membership No. : 401307

**Jeevan Goyal**  
CFO

**Nitin Kanodia**  
Director  
DIN : 08374026

**Devraj Pathak**  
Director  
DIN : 06850834

Place: Indore  
Date: 22nd June 2020

Place: Indore  
Date: 22nd June 2020

In ` (Rupees)

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
Property, Plant and Equipment	22677	0	0	0	0	22677	22614	0	0	0	0	22614	63	63
Freehold Furniture and Fixtures	75265	0	0	0	0	75265	71470	0	0	0	0	71470	3795	3795
Freehold Office Equipment	97942	0	0	0	0	97942	94084	0	0	0	0	94084	3858	3858
<b>Total</b>	<b>97942</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>97942</b>	<b>94084</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>94084</b>	<b>3858</b>	<b>3858</b>
<b>Grand Total</b>	<b>2605927</b>	<b>0</b>	<b>2507984</b>	<b>0</b>	<b>0</b>	<b>97943</b>	<b>2556346</b>	<b>0</b>	<b>0</b>	<b>2462262</b>	<b>0</b>	<b>94084</b>	<b>49580</b>	<b>3858</b>
<b>Previous Year</b>														

Note 2 : Property, Plant & Equipment and Intangible Assets

Note 3 : Non Current Investments

Particulars	as at 31-Mar-2020	as at 31-Mar-2019
<b>A</b>		
<b>Investments (Unquoted)</b>		
(a) Investment in Equity Instruments	4,555,000	4,555,000
<b>Total</b>	<b>4,555,000</b>	<b>4,555,000</b>
Less : Provision for diminution in the value of Investments	-	-
<b>Total</b>	<b>4,555,000</b>	<b>4,555,000</b>

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-2020	as at 31-Mar-2019			as at 31-Mar-2020	as at 31-Mar-2019				
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
<b>Investment in Equity Instruments</b>												
1	Premium Global Securities Pvt. Ltd.	Associate	350000	350000	Unquoted	Fully Paid	31.58%	31.58%	3500000	3500000	Yes	NA
2	Premium Global Commodities & Derivatives Pvt. Ltd.	Other	60000	60000	Unquoted	Fully Paid	10.34%	10.34%	600000	600000	Yes	NA
3	Alcama Housing & development Pvt. Ltd.	Other	45500	45500	Unquoted	Fully Paid	19.36%	19.36%	455000	455000	Yes	NA
<b>Total</b>									<b>4,555,000</b>	<b>4,555,000</b>		



Notes to and forming part of Balance Sheet as at 31-Mar-2020

Note - 4

FINANCIAL ASSETS (Other)

Particulars	In ` (Rupees)	
	As at 31-03- 2020	As at 31-03- 2019
Security Deposits		
Secured, considered good	0	0
Unsecured		
Loans and advances to related parties	0	0
<b>Other loans and advances</b>		
Unsecured, considered good	217792	217792
Considered Doubtful	0	0
Less:Provision for doubtful other loans and advances	0	0
<b>Total</b>	<b>217792</b>	<b>217792</b>

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

Note 5. Other Non-Current Assets

Particulars	In ` (Rupees)	
	As at 31-03- 2020	As at 31-03- 2019
(a) Others		
Unsecured, considered good	338078	251355
Considered Doubtful	0	359000
Less:Provision for other doubtful debts	0	(359000)
<b>Total</b>	<b>338078</b>	<b>251355</b>
<b>G. Total</b>	<b>338078</b>	<b>251355</b>

Note 6. Trade Receivable

Particulars	In ` (Rupees)	
	As at 31-03- 2020	As at 31-03- 2019
Unsecured Consider Good		
Trade Receivable for a period Less than Six Months	42207	100000
Trade Receivable for a period more than Six Months	0	0
<b>Total</b>	<b>42207</b>	<b>100000</b>

Note 7. Cash and Cash Equivalents

Particulars	In ` (Rupees)	
	As at 31-03- 2020	As at 31-03- 2019
Balances with Banks	103739	26955
Cash on hand	10590	263340
<b>Total Cash and Cash Equivalents</b>	<b>114329</b>	<b>290295</b>

Note 8. Current Tax Assets (Net)

Particulars	In ` (Rupees)	
	As at 31-03- 2020	As at 31-03- 2019
IT Refund AY 19-20	0	36723
<b>Total</b>	<b>0</b>	<b>36723</b>



Notes to and forming part of Balance Sheet as at 31-Mar-2020

Note 9A. Equity Share Capital

1.1 Authorized, Issued, Subscribed and Paidup share capital

Particulars	as at 31-March-2020		as at 31-March-2019	
	No. of Shares	Amount	No. of Shares	Amount
<b>Authorised Share Capital</b>				
Equity Shares of ₹ 10.00 each	10000000	100000000	10000000	100000000
Total	10000000	100000000	10000000	100000000
<b>Issued Share Capital</b>				
Equity Shares of ₹ 10.00 each	6553800	65538000	6553800	65538000
Total	6553800	65538000	6553800	65538000
<b>Subscribed and fully paid</b>				
Equity Shares of ₹ 10.00 each	6553800	65538000	6553800	65538000
Less:- Calls in Arrears	100	1000	100	1000
Total	<b>6553700</b>	<b>65537000</b>	<b>6553700</b>	<b>65537000</b>
<b>Total</b>	<b>6553700</b>	<b>65537000</b>	<b>6553700</b>	<b>65537000</b>

1.2 Reconciliation of share capital

Particulars	as at 31-March-2020		as at 31-March-2019	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares (Face Value ₹ 10.00)</b>				
Shares outstanding at the beginning of the year	6553700	65537000	6553700	65537000
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	6553700	65537000	6553700	65537000

1.3 Shareholders holding more than 5% of Share

Particulars	as at 31-March-2020		as at 31-March-2019	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Dr. Mrs. Sushma Bandi	1285000	19.61	1285000	19.61
Mr. Gaurav Bandi	842700	12.86	842700	12.86
Mr. Sudarshan Kumar Bandi	443330	6.76	443330	6.76



Note 9-B. Other Equity

In ` (Rupees)

Particulars	as at 31-March-2020		as at 31-March-2019	
	No. of Shares	% of Holding	No. of Shares	% of Holding
<b>1. Share Application Money pending allotment</b>				
Opening balance	0		0	
Closing balance	0	0	0	0
<b>2. Capital Reserve</b>				
Opening balance	0		0	
Closing balance	0	0	0	0
<b>3. Securities Premium Reserve</b>				
Opening balance	0		0	
Closing balance	0	0	0	0
<b>4. Reserve u/s 45C of RBI Act,1934</b>				
Opening balance	0		241534	
Closing balance	0	0	241534	241534
<b>5. Retained Earnings</b>				
Opening Balance	(62914596)		(62975806)	
(+) Net profit/(Net loss) for the Current Year	(978975)		61210	
(+) Transfer from reserves	241534		0	0
(-) Transfer to reserves	0		0	0
Closing balance (B)	(63652037)	(63652037)	(62914596)	(62914596)
<b>Total (A+B)</b>	<b>(63652037)</b>	<b>(63652037)</b>	<b>(62673062)</b>	<b>(62673062)</b>

Note 10. Borrowings

In ` (Rupees)

Particulars	As at	As at
	31-03- 2020	31-03- 2019
<b>Unsecured</b>		
Loans and advances from Otherthan related parties	77686	0
Loans and advances from related parties	0	0
<b>Total</b>	<b>77686</b>	<b>0</b>

Note 11. Trade Payables

In ` (Rupees)

Particulars	As at	As at
	31-03- 2020	31-03- 2019
(a) Total Outstanding dues to MSME	0	0
(b) Total Outstanding dues of Creditors other than MSME	1950255	1540415
<b>Total</b>	<b>1950255</b>	<b>1540415</b>

Notes to and forming part of Balance Sheet as at 31-Mar-2020

Note 12. Other Current Liabilities

In ` (Rupees)

Particulars	As at	As at
	31-03- 2020	31-03- 2019
Other Payables (for services)	1060660	1005970
Advances	200000	0
<b>Total</b>	<b>1260660</b>	<b>1005970</b>

Note 13. Provisions

In ` (Rupees)

Particulars	As at	As at
	31-03- 2020	31-03- 2019
Provision for Employee Benefits		
Salary and Reimbursements	80000	27000
Provision for Audit Fees	17700	17700
Provision for Taxation	0	0
<b>Total</b>	<b>97700</b>	<b>44700</b>

Note 13. Provisions

In ` (Rupees)

Particulars	As at	As at
	31-03- 2020	31-03- 2019
Provision for Employee Benefits		
Salary and Reimbursements	80000	27000
Provision for Audit Fees	17700	17700
Provision for Taxation	0	0
<b>Total</b>	<b>97700</b>	<b>44700</b>

Note 14 . Revenue from Operations

In ` (Rupees)

Particulars	31 March 2020	31 March 2019
Sales of Services	134000	1168785
Income from Share trading	42207	0
<b>Total</b>	<b>176207</b>	<b>1168785</b>

Note 15 . Other income

In ` (Rupees)

Particulars	31 March 2020	31 March 2019
Other Income	35000	114861
Profit on sale of Property, Plant & Equipment	0	3018
Dividend	1739	0
<b>Total</b>	<b>36739</b>	<b>117879</b>

## Notes to and forming part of Statement of Profit and Loss for the year ended 31-Mar-2020

## Note 16 . Employee Benefit Expenses

In ` (Rupees)

Particulars	31 March 2020	31 March 2019
Salaries and Wages	149000	365915
<b>Total</b>	<b>149000</b>	<b>365915</b>

## Note 17. Finance Costs

In ` (Rupees)

Particulars	31 March 2020	31 March 2019
Interest Expense	0	28100
<b>Total</b>	<b>0</b>	<b>28100</b>

## Note 18. Other Expenses

In ` (Rupees)

Particulars	31 March 2020	31 March 2019
<b>Audit Fees</b>		
Payment to Auditors as Auditor	17700	17700
<b>Total (A)</b>	<b>17700</b>	<b>17700</b>
Other Expenses		
Bank Charges	2988	2294
Advertisement Expenses	17191	17296
Conveyance Exp.	0	7500
Rent	12000	12000
Legal & Professional	375634	84529
Listing Fees	354000	295000
Loss on sale of Property, Plant & Equipment	0	10560
Meeting Expenses	0	20000
E-voting Expenses	2950	2950
Postage & Couries	77171	145602
Share Transfer Fees & Exp.	70842	88500
Interest on TDS	902	6501
Interest on IT	0	1593
Stationery & Printing	81994	75685
Electricity Exp.	3000	3000
Custody/Issuer Fees	26550	40729
Provision for Diminutions in Investments	0	0
<b>Total (B)</b>	<b>1025222</b>	<b>813739</b>
<b>Total (A+B)</b>	<b>1042922</b>	<b>831439</b>



**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES  
FOR THE YEAR ENDED 31st MARCH, 2020**

**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 Y N Road, Indore – 452003 (M.P.).

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 (“Ind AS”) 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 Ind AS 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 assets 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 trade 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 assets 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 positions 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 Per Share**

Earnings per share (EPS) is calculated by dividing the net profit for the year attributable to the equity shareholders by 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 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 a liability is measured using the assumptions 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 one year from the balance sheet date, the carrying amounts approximate fair value due to short term maturity of these instruments.

**(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.

<b>Particular</b>	<b>Amortized Cost</b>	<b>Financial assets / liabilities at fair value through OCI</b>	<b>Financial assets / liabilities at fair value through profit or loss</b>	<b>Total carrying Value</b>	<b>Total Fair Value</b>
<b>ASSETS :</b>					
Cash and cash equivalents (Refer Note :7)	114329	-	-	114329	114329
Investments (Refer Note: 3) Preference securities, equity instruments and others	4555000	-	-	4555000	4555000
Trade receivables (Refer Note: 6)	42207	-	-	42207	42207
Loans (Refer Note: 4)	217792	-	-	217792	217792
Other financial assets (Refer Note: 5)	338078	-	-	338078	338078
<b>TOTAL</b>	<b>5267406</b>	<b>-</b>	<b>-</b>	<b>5267406</b>	<b>5267406</b>



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

<b>LIABILITIES</b>					
Trade payables (Refer Note: 11)	1950255	-	-	1950255	1950255
Other financial liabilities (Refer Note: 12)	1260660	-	-	1260660	1260660
Borrowings (refer Note :- 10)	77686			77686	77686
<b>TOTAL</b>	<b>3288601</b>	<b>-</b>	<b>-</b>	<b>3288601</b>	<b>3288601</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 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 appeal is pending before the Hon'ble High Court of Madhya Pradesh, Bench at Indore and One Issue (i.e. Deferred revenue Expenditure) pending in Appeal before the CIT (Appeals)- II, Indore, The Company had deposited against above Rs. 2.70 lakhs and the same is shown under other long term loans and advances pending final decision of income tax authorities.

**O. Related Party Disclosure:-**

<b>NAME OF RELATED PARTY</b>	<b>RELATION</b>
S.K.Bandi	Key Management Personnel
Premium Global Securities Pvt. Ltd.	Associate Company
Premium Global Commodities & Derivatives Pvt. Ltd.	Related Party
Premium Global Realty India Pvt. Ltd.	Related Party

<b>NATURE OF TRANSACTION</b>	<b>KMP</b>	<b>RELATIVE OF KMP</b>	<b>ASSOCIATE</b>	<b>RELATED PARTY</b>
Rent	NIL	NIL	NIL	NIL
Interest	NIL	NIL	NIL	NIL
Trading	NIL	NIL	42207.40 DR	NIL
Loan				
Opening Balance	NIL	NIL	NIL	176686.00 CR.
Net Transaction during year	NIL	NIL	NIL	99000.00 DR
Closing Balance	NIL	NIL	NIL	77686.00 CR



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**PREMIUM CAPITAL MARKET AND INVESTMENTS 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 28th Annual General Meeting of the Company to be held at 401, Starlit Tower 29 Y N Road Indore on 22<sup>nd</sup> Day of December, 2020 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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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company to be held 22<sup>nd</sup> Day of December, 2020 at 10.00 A.M. at 401, Starlit Tower, 29, Y. N. Road, Indore and at any adjournment thereof in respect of such resolutions:

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2020

Signature \_\_\_\_\_

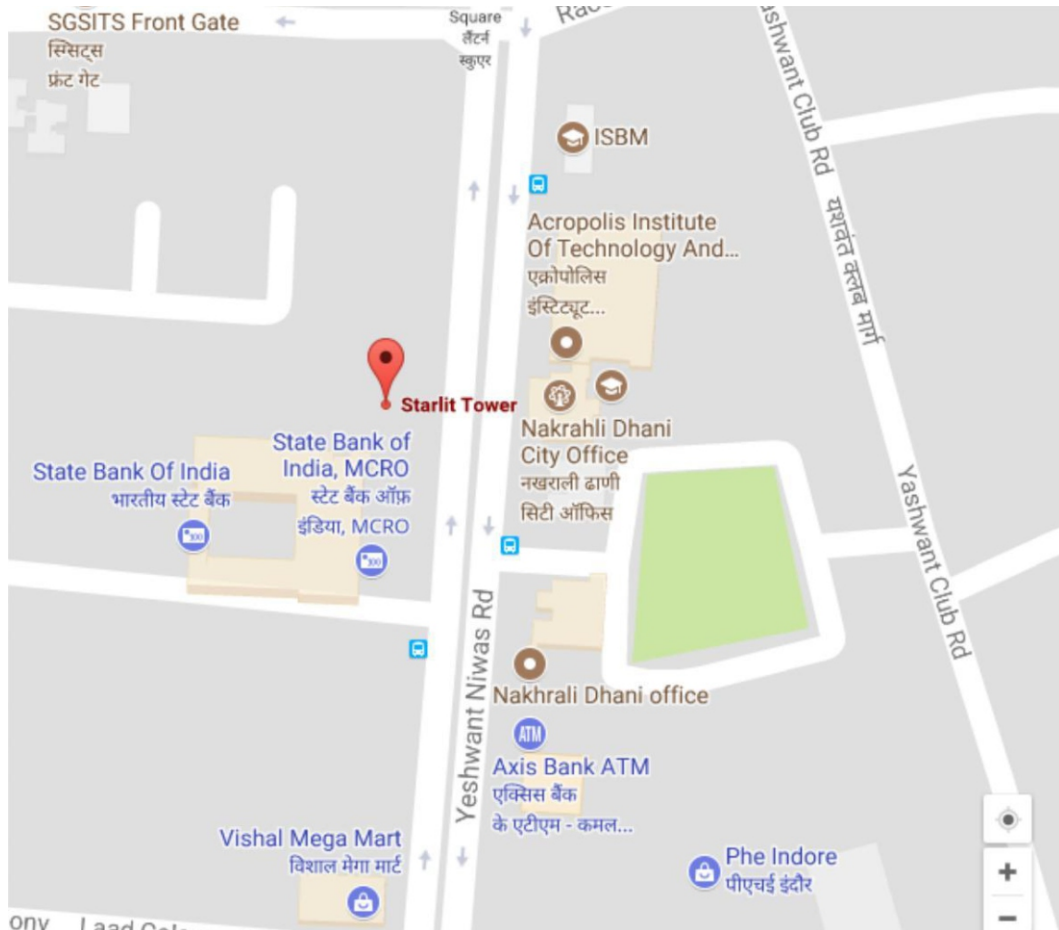
Signature of Proxy holder(s): .....

**Notes:**

1. 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.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 26th Annual General Meeting.
3. 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  
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TO, \_\_\_\_\_

\_\_\_\_\_

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If Undelivered, please return to :  
**PREMIUM CAPITAL MARKET & INVESTMENT LIMITED**  
Registered Office : 401, STARLIT TOWER, 29, Y.N. ROAD, INDORE - 452 003