



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

NOTICE

NOTICE is hereby given that 30th Annual General Meeting of Premium Capital Market and Investments Limited will be held on Friday, 30th Day of September, 2022 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 and through remote E-voting , to transact the following business:

I. ORDINARY BUSINESS:

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

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

2. To Re-appoint M/s. S.N. Gadiya & Co., Chartered Accountants, Statutory Auditors of the Company, to hold office until the conclusion of the 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 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 Re-appoint a director Mr. Deoraj Pathak who retires by rotation and being eligible, offers himself for re-appointment as Director of the Company along with the Position of Whole time Director of the Company, whose office shall be liable to retirement by rotation.

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

II. SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

To carry on in India or in any part of the world the business of construction, promotion, development and colonizer of any type of residential, commercial, multistoried buildings, flats, houses, apartments, agricultural lands, cinemas, hotels, bridges, road or works of any description on any land, buying and selling the same in full or in parts and giving it away or parting away the possession of the same in full or in parts on lease, hire or license basis or in any other manner to individual, partnership concerns, companies or to general public on such terms and conditions as may be

considered necessary to construct and to act as consultants and civil contractors for any individuals, firms, companies, Government Authorities or semi Government Authorities for the construction of buildings of all description, roads, earth work, tanks, bridge, tunnels, road-sidings, dock, ports, drains, culverts, channels, sewage, power house, railway sidings or other constructional works related there to in India or abroad to deal with all kinds of immovable properties free-hold or leasehold or having any other rights interest or share attached to them whether belonging to the company or not. To act as agent for sellers and buyers for lands, buildings, flats both commercial and residential, agricultural farms and other immovable properties in India or abroad and to collect rent and income.”

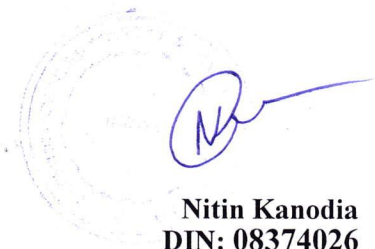
6. ALTERATION IN THE NAME OF THE COMPANY:-

That with the change in the main object clause the name of the company will also be required to change to align with the new business. Therefore the required resolution is proposed as under

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

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

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



Nitin Kanodia
DIN: 08374026
Director

EXPLANATORY STATEMENT

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

ITEM NO.4

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

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

ITEM NO.5**ALTERATION IN THE MAIN OBJECT I.E. CLAUSE III(A) OF THE COMPANY'S MEMORANDUM OF ASSOCIATION:**

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

ITEM NO.6**ALTERATION IN THE NAME OF THE COMPANY:-**

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