

27th

Annual Report 2018-2019



Premium

PREMIUM
CAPITAL MARKET &
INVESTMENTS LIMITED



Premium

PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

BOARD OF DIRECTORS

Mr. Sudarshan Kumar Bandi, Chairman
Dr. Sushma Bandi, Whole time director
Mr. Deoraj Pathak, Independent Director
Mr. Nitin Kanodiya, Independent Director
Mr Vinay F.Kothari, Independent Director

CHIEF FINANCIAL OFFICER

Mr. Jeevan Goyal

AUDITORS

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

SECRETARIAL AUDITOR

CS Shiwali Jhanwar
Practicing Company Secretary,
Office Center 203 Center Point,
Sapna Sangeeta Road, Indore(M.P)

REGISTRAR & SHARE TRANSFER AGENT

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

REGISTERED OFFICE

401, Starlit Tower, 4th Floor, 29, Y.N. Road,
Indore (M.P.) - 452003
Tel: 2536127, 2433348

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

NOTICE

NOTICE is hereby given that 27th Annual General Meeting of the Premium Capital Market and Investments Limited will be held at 401, Starlit Tower, 4th Floor, 29 Y. N. Road, Indore (M.P.) - 452003, on Friday, 20th Day of September, 2019 at 10.00 A.M. 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, 2019 including Audited Balance Sheet as at 31st March, 2019 and audited Statement of Profit & Loss Account for the year ended on 31st March, 2019 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, 2019 including Audited Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss Account for the year ended on 31st March, 2019 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.”

II. SPECIAL BUSINESS:

- 2. Re-appointment of Smt. Dr. Sushma Bandi (DIN:01038072), who has attained age above 70 years, as Whole time Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary, consent of the members be and is hereby accorded to appoint Smt. Dr. Sushma Bandi (DIN:01038072), who has attained age above 70 years, as Whole time Director of the Company from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting on remuneration as per Company Rules / Policies;

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

- 3. Re-appointment of Shri Sudarshan Kumar Bandi (DIN: 00789385), who has attained age of more than 70 years, as Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary, consent of the members be and is hereby accorded to appoint Shri Sudarshan Kumar Bandi (DIN: 00789385), who has attained age above 70 years, as Whole time Director of the Company from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting on remuneration as per Company Rules / Policies;

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

4. Appointment of Mr. Deoraj Pathak (DIN: 06850834) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Deoraj Pathak (DIN: 06850834), who was appointed as an Additional Director on the Board of the Company effect from 20th March, 2019, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years, that is, up to 20th March 2024.”

5. Appointment of Mr. Nitin Kanodiya (DIN: 08374026) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Nitin Kanodiya (DIN: 08374026), who was appointed as an Additional Director on the Board of the Company effect from 20th March, 2019, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years, that is, up to 20th March 2024.”

6. Sale of investment held by company in unquoted shares of Premium Global Securities Private Limited (“PGSPL”)

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, including any statutory modifications and amendments to each of the foregoing and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of its entire investment in its associate company Premium Global Securities Private Limited (“PGSPL”).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution.”

7. Sale of investment held by company in unquoted shares of Premium Global Commodities and Derivatives Private Limited (“PGCDPL”)

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, including any statutory modifications and amendments to each of the foregoing and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of its entire investment in Premium Global Commodities and Derivatives Private Limited (“PGCDPL”).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution.”

8. Sale of investment held by company in unquoted shares of Alcama Housing and Developments Private Limited (“AHDPL”)

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, including any statutory modifications and amendments to each of the foregoing and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of its entire investment in Alcama Housing and Developments Private Limited (“AHDPL”).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution.”

9. Change in name of the company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from “**Premium Capital Market and Investment Limited**” to “**Precapmark Consultancy Services Limited**”.

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name “Premium Capital Market and Investment Limited” as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name “Precapmark Consultancy Services Limited”.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

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

Place: Indore
Date: 12.08.2019

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

Sd/-
Sushma Bandi
DIN: 01038072
Whole Time Director

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND VOTE INSTEAD OF HIMSELF 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 14-09-19 to 20-09-19 (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. 2 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 nos. 2 to 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 AGM along with the Annual Report 2018-19 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.
17. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for the year 2018-19 will also be available on the Company’s website at www.Premiumcapital.in. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during business hours (11.00 A.M. to 1.00 P.M.) on all working days except Saturday and Sunday up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company’s investor email id: compliance.premium@gmail.com.
18. A route map and prominent landmark for easy location of the venue of the meeting is enclosed with this Notice.
19. 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 27th 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 17th September 2019, 9:00 am and ends on 19th September 2019 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 16th September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website 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 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:
- (viii)

	For Members holding shares in Demat Form and Physical Form
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"> • 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. • 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) 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.
- (xiii) **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 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xiv) 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, under help section or write an email to 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 Monday, 16th September 2019.
- (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 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. 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: 12.08.2019

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

Sd/-
Sushma Bandi
DIN: 01038072
Whole Time Director

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions at item no. 2 to 9

Item No. 2

Smt. Dr. Sushma Bandi, aged 71 years, with qualification of MBBS degree, had years of rich industrial experience and managerial experience. She is promoter of the Company and was whole time director of the company in initial years. She was appointed as Whole time Director of the Company w.e.f. 7th November, 2015.

Smt. Dr. Sushma Bandi has attained age of more than seventy years The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Smt. Dr. Sushma Bandi as Whole time Director of the Company.

Smt. Dr. Sushma Bandi, being an appointee and being spouse of Shri Sudarshan Kumar Bandi (Director) is concerned or may be interested, financially or otherwise ,in the resolution set out at Item No. 2.

This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 3

Shri Sudarshan Kumar Bandi, aged 72 years, is a fellow member of the Institute of Chartered Accountants of India and having more than 42 years of rich industrial experience and managerial experience. He has been chairman of Indore branch of CIRC for two terms. He has extensive experience of more than three decades in the fields of Accountancy, Audit and Corporate Finance.

Shri Sudarshan Kumar Bandi has attained age of more than seventy years. He has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Shri Sudarshan Kumar Bandi as a Director.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Sudarshan Kumar Bandi as Director of the Company.

Shri Sudarshan Kumar Bandi, being an appointee, and spouse of Smt. Dr. Sushma Bandi (Director),is concerned or may be interested, financially or otherwise, in the resolution set out at Item No. 3.

This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 4

Based on the recommendation of Nomination and Remuneration Committee (NR Committee) and pursuant to provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Deoraj Pathak (DIN: 06850834) was appointed as additional director in the category of non-executive independent director of the Company for a term of 5 (Five) years with effect from March 20, 2019 subject to approval of shareholders in the Annual General Meeting of the Company.

Mr Deoraj Pathak is M. Com from Gujrati Commerce Collage (Indore), DAVV University. He is also a director of The Silver Linings Films Private Limited, a private limited company, Since 01/04/2014.

Accordingly, the Board recommends the resolution for confirmation of appointment of Mr Deoraj Pathak as an Independent Director for the approval by the shareholders of the Company by way of an ordinary resolution in this AGM.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Copy of the letter of appointment issued to Mr Deoraj Pathak would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days except Saturdays till the date of Annual General Meeting.

Item No. 5

Based on the recommendation of Nomination and Remuneration Committee (NR Committee) and pursuant to provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Nitin Kanodiya (DIN: 08374026) was appointed as additional director in the category of non-executive independent director of the Company for a term of 5 (Five) years with effect from March 20, 2019 subject to approval of shareholders in the Annual General Meeting of the Company.

Mr. Nitin Kanodiya is B.com graduated from DAVV University and is a businessman by profession.

Accordingly, the Board recommends the resolution for confirmation of appointment of Mr. Nitin Kanodiya as an Independent Director for the approval by the shareholders of the Company by way of an ordinary resolution in this AGM.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Copy of the letter of appointment issued to Mr. Nitin Kanodiya would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days except Saturdays till the date of Annual General Meeting.

Item No. 6, 7 and 8

Members are aware that Company is facing shortage of working capital in running its day to day business. The investments proposed for sale is not yielding any returns to the company, therefore in order to raise funds for day to day business needs of the company your directors propose to search for strategic investors for the said unquoted shares for which necessary approval is being sought from the shareholders. The Audit Committee and the Board of Directors of the Company in their respective meetings held on 16th July, 2019, has subject to member's approval, approved the following proposals:

1. Sale/transfer/disposal of 100% of its shareholding in its Associate Company Premium Global Securities Private Limited (hereinafter referred to as "PGSPL") in which the company holds 350000 shares i.e. 31.58% of total share capital of "PGSPL") to/in favour of one or more strategic investors not being a promoter or promoter group or any party related to the promoter/promoter group such sale/transfer/disposal to be made at any realisable value.
2. Sale/transfer/disposal of 100% of its shareholding in unquoted shares of Premium Global Commodities and Derivatives Private Limited (hereinafter referred to as "PGCDPL") in which the company holds 60000 shares i.e. 10.34% of total share capital of "PGCDPL") to/in favour of one or more strategic investors not being a promoter or promoter group or any party related to the promoter/promoter group such sale/transfer/disposal to be made at any realisable value.
3. Sale/transfer/disposal of 100% of its shareholding in unquoted shares of Alcama Housing & development Private Limited (hereinafter referred to as "AHDPL") in which the company holds 45500 shares i.e. 19.36% of total share capital of "AHDPL") to/in favour of one or more strategic investors not being a

promoter or promoter group or any party related to the promoter/promoter group such sale/transfer/disposal to be made at any realisable value.

Reasons for which the proposed transactions at items nos 6 to 8 requires the approval of the Company's shareholders:

Pursuant to Section 180(1)(a) of the Companies Act, 2013 shareholders' approval is required by a Company to sell or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. An undertaking is defined to mean an undertaking in which the investment of a Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of a Company during the previous financial year. As a matter of abundant caution the Company proposes the special resolutions set out under items nos 6, 7 and 8 pursuant to Section 180(1)(a) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the aforementioned special resolutions set out at item nos.6, 7 and 8 above.

Item No. 9

Members are aware that Company presently is not doing any finance, NBFC or stock-/share broker business as We have surrendered our license for NBFC to RBI long ago before the year 2000 and our stock broking business is transferred to a separate company Premium Global Securities Private Limited in year 2000 as per directives of SEBI.

As the Company is doing fees based business of consultancy services mentioned in para-4 of main object of the company since a long time and generating more than 50% of revenue from the same business.

And also our company has satisfied with conditions under sub-regulation (1), of Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and to comply with the legal requirements as stipulated, we are changing name of our company.

In view of this the Board of Directors of the Company has decided to change the name of the Company accordingly so that the area of operation would be clear to the public as the current name showing business activity related to Capital Market and Investments is not justifying the business activity of the company.

- a) Therefore, the Board of Directors of the Company in their meetings held on 16th July, 2019, has subject to member's approval, and approvals of central government and other respective authorities, approved change in name of the company from "Premium Capital Market and Investments Limited" to Precapmark Consultancy Services Limited as approved by the by Central Registration Centre (CRC).

The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of shareholders by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company accordingly commends the special resolution as set out in Item No. 9 of this Notice for your approval

STATEMENT REGARDING THE DIRECTORS PROPOSED FOR APPOINTMENT /RE-APPOINTMENT:

Particulars	Smt. Dr. Sushma Bandi	Shri Sudarshan Kumar Bandi	Mr. Nitin Kanodiya	Mr Deoraj Pathak
Age	71 Years	72 Years	38 Years	53 Years
Qualification	MBBS	CA	B. Com	M. Com
Experience	Management	Management, Accountancy, Audit and Corporate Finance.	Accountancy, Finance	Management, Finance
Date of first appointment on the Board	7 th November, 2015	1 st July, 1992	20th March, 2019	20th March, 2019
Shareholding in the Company as on March 31, 2019	1285000 Shares	443330 shares	NIL	NIL
Relationship with other Directors/Key Managerial Personnel	Spouse of Shri Sudarshan Kumar Bandi	Spouse of Smt. Dr. Sushma Bandi	None	None
Directorships of other Boards as on March 31, 2019	2	3	0	1



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

DIRECTORS' REPORT

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

Your directors are pleased to present the 27th Annual report together with the Audited Financial Statements for the year ended on 31st March, 2019.

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)

	2018-19	2017-18
Total Income from operations	11.68	11.72
Profit (Loss) before tax and depreciation	0.61	0.54
Less : Depreciation	0.00	0.00
Profit (Loss) before Tax	0.61	0.54
Previous year's adjustment	0.00	0.00
	0.00	
Provision for Tax	0.00	0.00
	0.61	0.54
Add : Balance brought forward from previous year	(630.29)	(630.29)
Add:- Depreciation/Amortization effect given for previous years	(00.00)	(00.00)
Losses carried to Balance Sheet	(629.68)	(629.75)
Earnings Per Share	(00.00)	(00.00)

DIVIDEND

Your Directors have considered it financially prudent in the long-term interests of the Company to reinvest the profits into the business of the Company to build a strong reserve base and grow the business of the Company. No final dividend has therefore been recommended for the year ended 31st March, 2019.

REVIEW ON OPERATIONS

During the Financial Year 2018-19, the Company has earned profit of Rs. 00.61 Lacs in comparison to last year's profit of Rs. 00.54 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. Though, in absence of the liquidity of funds the company could 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 Knodiya (Director) & Mrs. Sushma Bandi (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 5 (Five) directors out of whom one is Chairperson who is also the Promoter Director and one woman Whole time director, besides three independent Directors.

Smt.Dr.Sushma Bandi, who has attained age of more than 70 years, was re-appointed in 26th Annual General for one year will be liable to retire at the ensuing Annual General Meeting. Being eligible, has offered herself for re-appointment subject to Consent of members of the Company by Special Resolution.

Shree Sudarshan Kumar Bandi has attained the age of more than 70 years and will be liable to retire at the ensuing Annual General Meeting. Being eligible, has offered himself for re-appointment subject to Consent of members of the Company by Special Resolution.

Mr. Nitin Kanodiya and Mr. Deoraj Pathak was appointed as additional director in the category of non-executive independent director of the Company for a term of 5 (Five) years with effect from 20th March, 2019 subject to approval of shareholders in the ensuing Annual General Meeting of the Company.

NUMBER OF MEETINGS OF THE BOARD

The following Meetings of the Board of Directors were held during the Financial Year 2018-19:

S No.	Date of Meeting	Board Strength	No. of Directors Present
1.	23 rd April, 2018	4	3
2.	30 th May, 2018	4	4
3.	12 th July, 2018	4	4
4.	10 th August, 2018	4	4
5.	14 th November	4	4
6.	12 th January, 2019	4	3
7.	6 th February, 2019	4	4
8.	20 th March, 2019	4	4

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 2018-19 are disclosed in the Notes to the Financial Statement attached with the Board Report.

WHISTLE BLOWER POLICY

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

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

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

DIRECTORS RESPONSIBILITY STATEMENT

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

- a) In the preparation of accounts, the applicable accounting standards have been followed.
- b) Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company as at the end of March 31, 2018 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.
- 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'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.

AUDITOR:

VISHAL PALIWAL AND ASSOCIATES, Chartered Accountants, have given a written consent 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 Meeting, which was subject to ratification at every AGM.

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 28,63,938 which is not exceeding the limits specified in Regulation 15 (2) of SEBI (LODR), Regulations, the Company is not required to mandatorily comply with corporate governance report and regulations related thereto. Your board is determined to continue to comply these norms whenever they become applicable on the company.

EXTRACT OF ANNUAL RETURN

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

SECRETARIAL AUDIT

Pursuant to the provision of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed Ms Shiwali jhanwar, Practicing Company Secretary (Membership No.A40572 CP No. 17259) to undertake the Secretarial audit of the company. The Secretarial Auditor Report is annexed herewith as "Annexure B".

The Secretarial Auditor in his report has made following qualifications:

- I. That BSE has issued order dated 23th March, 2018 for verification of suspected shell company, for which BSE has appointed forensic auditor vide letter dated 10th April, 2018. Company has submitted all information and documents demanded by the Forensic Auditor and a visit to the registered office of the company has been made by the auditor. Now Auditor's report is awaited.
- II. 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.
- III. The management of the company explained that the total No. of Shares held by Promoter is 2852118, out of which 2647398 (92.82%) is already in Demat form and remaining shares 204720 (7.18%) in physical form, the holder's of Physical shares holds small quantity of shares within range of 10 shares to 10000 shares with negligible market value and in most of the cases the cost of conversion to Demat is more than the value of shares and also most of shareholders are senior citizen and they want to hold share in physical form. However the company's management is trying their best to comply provision in this regard.

Response to Qualification (1): Your Company has submitted all information and documents demanded by the Forensic Auditor for audit. Representative of the forensic Auditor has also visited registered office of the company. The auditor was fully satisfied with our explanation and we are hopeful that there will be no negative remark. However, final report from the auditor is yet to received.

Response to Qualification (2): 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 revoked the suspension. We are awaiting a positive response from BSE.

Response to Qualification (3): The management of the company explained that the total No. of Shares held by Promoter is 2852118, out of which 2647398 (92.82%) is already in Demat form and remaining shares 204720 (7.18%) in physical form, the holder's of Physical shares holds small quantity of shares within range of 10 shares to 10000 shares with negligible market value and in most of the cases the cost of conversion to Demat is more than the value of shares and also most of shareholders are senior citizen and they want to hold share in physical form. However the company's management is trying their best to comply provision in this regard.

CEO / CFO CERTIFICATION:

As required under Regulation 17(8) of SEBI (LODR) Regulations, 2015 the CEO /CFO certificate for the financial year 2018-19 signed by Mr. Jeevan Goyal, CFO was placed before the Board of Directors at their Meeting held on 12th August, 2019.

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: 12.08.2019

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

Sd/-
Sushma Bandi
DIN: 01038072
Whole Time Director



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

Annexure “A”

Form No. MGT-9

Extract Of Annual Return As On The Financial Year Ended On 31st March, 2019

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L67120MP1992PLC007178
ii.	Registration Date	24 th June, 1992
iii.	Name of the Company	Premium Capital Market & Investments Limited
iv.	Category / Sub-Category of the Company	Company limited by shares/ Indian non Govt. company
v.	Address of the Registered office and contact details	401, 4 th Floor, Starlit Tower, 29, Y.N.Road, Indore (M.P) – 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)



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PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

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

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	2647398	204720	2852118	43.52	2647398	204720	2852118	43.52	Nil
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	2647398	204720	2852118	43.52	2647398	204720	2852118	43.52	Nil
2) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	500	500	0.01	-	500	500	0.01	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	500	500	0.01	-	500	500	0.01	-
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	59812	304300	364112	5.56	59412	304300	363712	5.55	(0.01)



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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 Promotes:

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



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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
	Total	2852218	43.55	-	2852118	43. 55	-	-



Premium

PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

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

	Shareholding at the beginning of the year		Cumulative 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.:	No. Material Change			
At the End of the year	2852118	43.52	2852118	43.52

iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs & ADRs):

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

v. Shareholding of Directors and key Managerial Personnel :

Sr. No.	Name (For of the Directors and Key Managerial Personnel)	Shareholding at the beginning of the year		Cummlative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sudarshan Kumar Bandi	443330	6.76	443330	6.76
2	Sushma Bandi	1285000	19.61	1285000	19.61

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	--	982317	—	982317
ii) Interest due but not paid	--	62334	—	62334
iii) Interest accrued but not	--	-	—	-
Total (i+ii+iii)	-	1044651	-	1044651
Change in Indebtedness during the financial year				
- Addition				
- Reduction	—	1044651	—	1044651
—				
Net Change	—	1044651	—	1044651
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
—	—	—	—	—
Total (i+ii+iii)	—	—	—	—

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sl. No.	Particulars of Remuneration	Sushma Bandi (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	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
6.	Total (A)	Nil	Nil
	Ceiling as per the Act	N.A	N.A.

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	SB	VFK	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			
		UA (CS)	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	1.08	0.68	0.00	2.68
2.	Stock Option				
3.	Sweat Equity				
4.	Commission				
	- as % of profit - others, specify...				
5.	Others, please specify				
6.	Total	1.08	0.68	0.00	2.68

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

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

Place: Indore
Date: 12.08.2019
Registered office
401, Starlit Tower, 4th Floor
29 Y.N. Road, Indore (M.P.) 452003

Sd/-
Sushma Bandi
DIN: 01038072
Whole Time Director



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

Annexure “B”

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,
The Members,
PREMIUM CAPITAL MARKET AND INVESTMENTS 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 INVESTMENTS 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, 2019 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 INVESTMENTS LIMITED** for the financial year ended on 31st March, 2019 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:

- IV. That BSE has issued order dated 23th March, 2018 for verification of suspected shell company, for which BSE has appointed forensic auditor vide letter dated 10th April, 2018. Company has submitted all information and documents demanded by the Forensic Auditor and a visit to the registered office of the company has been made by the auditor. Now Auditor's report is awaited.
- V. 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.
- VI. The management of the company explained that the total No. of Shares held by Promoter is 2852118, out of which 2647398 (92.82%) is already in Demat form and remaining shares 204720 (7.18%) in physical form, the holder's of Physical shares holds small quantity of shares within range of 10 shares to 10000 shares with negligible market value and in most of the cases the cost of conversion to Demat is more than the value of shares and also most of shareholders are senior citizen and they want to hold share in physical form. However the company's management is trying their best to comply provision in this regard.

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.

Shiwali Jhanwar
Practicing Company Secretary
Membership No. A40572
Certificate of Practice No.17259

Date: 18-07-2019
Place: Indore



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

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, 2019 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: 12th August 2019

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



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE

Your Company is presently doing fees based activity and looking forward for a revival.

OPPORTUNITIES AND THREATS

Today's India's focus is on Service Sector and overall growth of economy. Though initial forecast for the current year are to be good. The economy growth will decide prospects for the year.

FINANCIAL PERFORMANCE v/s OPERATIONAL PERFORMANCE

Over the last few years the company has incurred significant losses and now the company is improving its financial by doing fees based activity and looking forward for revival. The Company is implementing its business strategies to achieve its long term objects.

Cutting cost on all fronts improving its efficiencies across its operations. This however, needs further improvement.

Redefining business is necessary for growth and remains profitable. PCMIL always tried to harness available opportunities.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has adequate internal control Systems which specifically focus towards:-

- Efficiency of operations
- Conservation of resources
- Accuracy and promptness of financial reporting
- Regular compliance with statutes and regulations

Your Company is working towards further strengthening of organization structure, authority levels, documented policy guideline/procedures and management review systems.

DEVELOPMENT IN HUMAN RESOURCES

The Company's all relations continued to be harmonious and cordial with focus on improving inter personnel relationship, team building, productivity, quality and safety. The focus is on providing and maintaining a high level of motivation, on leadership development and upgrading of human skills.

CAUTIONARY STATEMENT

Estimates and expectations stated in this Management Discussion and Analysis report may be "forward-looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to your Company's operations include economic conditions, changes in Government regulations, tax laws, and other statutes and other incidental factors.



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

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 2018-19, 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: 12/08/2019
Place: Indore**

**Sd/-
Sushma Bandi
DIN: 01038072
Whole Time Director**



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

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 2019, 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 2019 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 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 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
CA Vishal Paliwal
(PARTNER)
Membership no 401307

Place: INDORE
DATE: 22/05/2019

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 2019, 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 2019 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	ITAT, Indore

- (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
CA Vishal Paliwal
(PARTNER)
Membership no 401307

Place: INDORE
DATE: 22/05/2019

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, 2019 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, 2019, 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
CA Vishal Paliwal
(PARTNER)
Membership no 401307**

**Place: INDORE
DATE: 22/05/2019**



Premium

PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

Premium Capital Market and Investments Limited

Balance Sheet as at 31st March ,19

	Particulars	Note No.	Amount as at 31-Mar-2019	Amount as at 31-Mar- 2018
I.	ASSETS			
1	Non-Current Assets			
	(a) Property, Plant and Equipment	2	3858	42625
	(b) Capital work-in-progress		-	-
	(c) Investment Property		-	-
	(d) Goodwill		-	-
	(e) Other Intangible assets	2	0	6955
	(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	217791
	(i) Deferred tax assets (net)		-	-
	(j) Other Non-Current Assets	5	251355	239578
	Total Non-Current Assets		5028005	5061949
2	Current Assets			
	(a) Inventories		-	-
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	6	100000	0
	(iii) Cash and Cash Equivalents	7	290295	1093432
	(iv) Bank balances other than (iii) above		-	-
	(v) Loans		0	0
	(vi) Others (to be specified)		-	-
	(c) Current Tax Assets (Net)	8	36723	0
	(d) Other Current Assets		-	-
	Total Current Assets		427018	1093432
	Total Assets		5455023	6155381
II.	EQUITY AND LIABILITIES			
	(a) Equity Share Capital	9A	65537000	65537000
	(b) Other Equity			
	Reserves and Surplus	9B	(62673062)	(62734272)
	Other Reserve			
	Total Equity		2863938	2802728
	LIABILITIES			

1	Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings		-	-
	(ii) Trade Payables		-	-
	(iii) Other financial liabilities		-	-
	(b) Provisions		-	-
	(c) Deferred tax liabilities (Net)		-	-
	(d) Other Non-Current Liabilities		-	-
	Total Non- Current Liability		0	0
2	CURRENT LIABILITIES			
	(a) Financial Liabilities			
	(i) Borrowings	10	0	1044651
	(ii) Trade Payables	11		
	(a) Total Outstanding dues to MSME		0	0
	(b) Total Outstanding dues of creditors other than MSME		1540415	1130165
	(iii) Other financial liabilities		-	-
	(b) Other Current Liabilities	12	1005970	1127400
	(c) Provisions	13	44700	50437
	(d) Current Tax Liabilities (Net)		-	-
	Total Current Liabilities		2591085	3352653
	Total Liabilities		2591085	3352653
	Total Equity and Liabilities		5455023	6155381

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 VISHAL PALIWAL AND ASSOCIATES
Chartered Accountants
Firm Reg. No : 011145C

For and On Behalf of the Board of Directors

SD/-
CA. VISHAL PALIWAL

Partner
Membership No. : 401307

SD/-
Jeevan
Goyal
CFO

SD/-
S K Bandi
Director

SD/-
Vinay F Kothari
Director

Place: Indore
Date: 22nd May 2019



Premium

PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

**Premium Capital Market and Investment Limited
Statement of Profit and Loss for the year ended 31-Mar-2019**

In ` (Rupees)

Particulars	Note No.	Amount Year Ended 31-03-2019	Amount Year Ended 31-03-2018
Revenue from Operations	14	1168785	1172000
Other Income	15	117879	69753
TOTAL REVENUE (I + II)		1286664	1241753
EXPENSES			
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	365915	202286
Finance Costs	17	28100	64484
Depreciation and Amortization Expenses		0	0
Other Expenses	18	831439	920975
TOTAL EXPENSES		1225454	1187745
Profit before Exceptional and Extraordinary Items and Tax (III-IV)		61210	54009
Exceptional Items		0	0
Profit before Extraordinary Items and Tax		61210	54009
Extraordinary Items		0	0
Profit Before Tax		61210	54009
Tax Expense		0	0
Current Tax		0	0
Deferred Tax		0	0
Total Tax Expenses		0	0
Profit/(Loss) for the period from Continuing Operations(IX-X)		61210	54009
Profit/(Loss) from Discontinuing Operations		0	0
Tax Expense of Discontinuing Operations		0	0
Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)		0	0
Profit(Loss) for the Period(XI+XIV)(A)		61210	54009
Earnings per Equity Share			
-Basic		0.01	0.01
-Diluted		0.01	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
Income tax effect on the above	0.00	0.00
Net OCI to be reclassified to profit or loss in subsequent period (B)	0.00	0.00
OCI not to be reclassified to profit or loss in subsequent periods	0.00	0.00
Income tax effect on the above	0.00	0.00
Net OCI not to be reclassified to profit or loss in subsequent periods (c)	0.00	0.00
Total OCI for the year, net of tax (D) [B+C]	0.00	0.00
Total comprehensive income for the year (A+D)	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 VISHAL PALIWAL AND ASSOCIATES
Chartered Accountants
Firm Reg. No : 011145C

SD/-
CA. VISHAL PALIWAL
Partner
Membership No. : 401307

Place: Indore
Date: 22nd May 2019

SD/-
Jeevan
Goyal
CFO

For and On Behalf of the Board of Directors

SD/- SD/-
S K Bandi Vinay F Kothari
Director Director



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

Notes to and forming part of Balance Sheet as at 31-Mar-2018

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	Revaluations Adjustments	On Disposals / Reversals	Impairment Loss	Closing Balance	Opening Balance	Closing Balance
Property, Plant and Equipment														
Freehold Furniture and Fixtures	1687532	0	1664855	0	0	22677	1683872	0	0	1661258	0	22614	3660	63
Freehold Office Equipment	779294	0	704029	0	0	75265	740329	0	0	668859	0	71470	38965	3795
Total	2466827	0	2368884	0	0	97943	2424201	0	0	2330117	0	94084	42625	3858
Intangible Assets														
Computer software	139100	0	139100	0	0	0	132145	0	0	132145	0	0	6955	0.00
Total	139100	0	139100	0	0	0	132145	0	0	132145	0	0	6955	0.00
Grand Total	2605927	0	2507984	0	0	97943	2556346	0	0	2462262	0	94085	49580	3858
Previous Year	2605927	0	0	0	0	2605927	2556346	0	0	0	0	2556346	49580	49580

Note 2: Property, Plant & Equipment and Intangible Assets

Note 3		Non Current Investments	
			In ` (Rupees)
	Particulars	as at 31-Mar-2019	as at 31-Mar-2018
A	Investments (Unquoted)		
	(a) Investment in Equity instruments	4,555,000	4,555,000
	Total	4,555,000	4,555,000
	Less : Provision for dimunition in the value of Investments	-	-
	Total	4,555,000	4,555,000

A. Details of Investments												
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (`)		Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' - Basis of Valuation
			as at 31-Mar-2019	as at 31-Mar-2018			as at 31-Mar-2019	as at 31-Mar-2018	as at 31-Mar-2019	as at 31-Mar-2018		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	Investment in Equity Instruments											
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
	Total								4,555,000	4,555,000		

Financial Assets (Others)
In ` (Rupees)

Particulars	as at 31-March-2019	as at 31-March-2018
Security Deposits		
Secured, considered good	0	0
Unsecured		
Loans and advances to related parties	0	0
Other loans and advances		
Unsecured, considered good	217792	217791
Considered Doubtful	0	21234398
Less:Provision for doubtful other loans and advances	0	(21234398)
Total	217792	217791

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

Note 5. Other Non-Current Assets
In ` (Rupees)

Particulars	as at 31-March-2019	as at 31-March-2018
(a) Others		
Unsecured, considered good	251355	239578
Considered Doubtful	359000	7102496
Less:Provision for other doubtful debts	(359000)	(7102496)
Total	251355	239578
G. Total	251355	239578

Note 6. Trade Receivable
In ` (Rupees)

Particulars	as at 31-March-2019	as at 31-March-2018
Unsecured Consider Good		
Trade Receivable for a period Less than Six Months	100000	0
Trade Receivable for a period more than Six Months	0	0
Total	100000	0

Note 7. Cash and Cash Equivalent
In ` (Rupees)

Particulars	as at 31-March-2019	as at 31-March-2018
Balances with Banks	26955	-208460
Cash on hand	263340	1301891

Total Cash and Cash Equivalents	290295	1093432
--	---------------	----------------

Note 8. Current Tax Assets (Net)

In ` (Rupees)

Particulars	as at 31-March-2019	as at 31-March-2018
IT Refund AY 19-20	36723	0
Total	36723	0

Note 9A.

Equity Share Capital

1.1 Authorized, Issued, Subscribed and Paidup share capital In ` (Rupees)

Particulars	as at 31-Mar-2019		as at 31-Mar-2018	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share Capital				
Equity Shares of ₹ 10.00 each	10000000	10000000	1000000	10000000
Total	10000000	10000000	1000000	10000000
Issued Share Capital				
Equity Shares of ₹ 10.00 each	6553800	65538000	6553800	65538000
Total	6553800	65538000	6553800	65538000
Subscribed and fully paid				
Equity Shares of ₹ 10.00 each	6553800	65538000	6553800	65538000
Less:- Calls in Arrears	100	1000	100	1000
Total	6553700	65537000	6553700	65537000
Total	6553700	65537000	6553700	65537000

1.2 Reconciliation of share capital

Particulars	as at 31-Mar-2019		as at 31-Mar-2018	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares (Face Value ₹ 10.00)				
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-Mar-2019		as at 31-Mar-2018	
	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 9B. Other Equity

In ` (Rupees)

Particulars	as at 31-Mar-2019		as at 31-Mar-2018	
1. Share Application Money pending allotment				
Opening balance	0		0	
Closing balance	0	0	0	0
2. Capital Reserve				
Opening balance	0		0	
Closing balance	0	0	0	0
3. Securities Premium Reserve				
Opening balance	0		0	
Closing balance	0	0	0	0
4. Reserve u/s 45C of RBI Act,1934				
Opening balance	241534		241534	
Closing balance	241534	241534	241534	241534
5. Retained Earnings				
Opening Balance	(6297580 6)		(6302981 5)	
(+) Net profit/(Net loss) for the Current Year	61210		54009	
(+) Transfer from reserves	0		0	0
(-) Transfer to reserves	0		0	0
Closing balance (B)	(6291459 6)	(6291459 6)	(6297580 6)	(62975806)
Total (A+B)	(6267306 2)	(6267306 2)	(6273427 2)	(62734272)

Note 10. Borrowings

In ` (Rupees)

Particulars	as at 31-March-2019	as at 31-March-2018
Unsecured		
Loans and advances from related parties	0	1044651
Total	0	1044651

Note 11. Trade Payables

In ` (Rupees)

Particulars	as at 31-March-2019	as at 31-March-2018
(a) Total Outstanding dues to MSME	0	0
(b) Total Outstanding dues of Creditors other than MSME	1540415	1130165
Total	1540415	1130165

Note 12. Other Current Liabilities

In ` (Rupees)

Particulars	as at 31-March-2019	as at 31-March-2018
Other Payables (for services)	1005970	1127400
Total	1005970	1127400

Note 13. Provisions

In ` (Rupees)

Particulars	as at 31-March-2019	as at 31-March-2018
Provision for Employee Benefits		
Salary and Reimbursements	27000	17000
Provision for Audit Fees	17700	21240
Provision for Taxation	0	12197
Total	44700	50437

Note 14 . Revenue from Operations

In ` (Rupees)

Particulars	31-Mar-2019	31-Mar-2018
Sales of Services	1168785	1172000
Total	1168785	1172000

Note 15 . Other income

In ` (Rupees)

Particulars	31-Mar-2019	31-Mar-2018
Other Income	114861	68863
Profit on sale of Property, Plant & Equipment	3018	0
Dividend	0	891
Total	117879	69753

Note 16 . Employee Benefit Expenses

In ` (Rupees)

Particulars	31-Mar-2019	31-Mar-2018
Salaries and Wages	365915	202286
Total	365915	202286

Note 17. Finance Costs

In ` (Rupees)

Particulars	31-Mar-2019	31-Mar-2018
Interest Expense	28100	64484
Total	28100	64484

Note 18. Other Expenses

In ` (Rupees)

Particulars	31-Mar-2019	31-Mar-2018
<u>Audit Fees</u>		
Payment to Auditors as Auditor	17700	17700
Total (A)	17700	17700
<u>Other Expenses</u>		
Bank Charges	2294	1212
Advertisement Expenses	17296	5600
Conveyance Exp.	7500	0
Rent	12000	12000
Legal & Professional	84529	252440
Listing Fees	295000	295000
Loss on sale of Property, Plant & Equipment	10560	0
Meeting Expenses	20000	0
E-voting Expenses	2950	0
Postage & Couries	145602	79909
Share Transfer Fees & Exp.	88500	107242
Interest on TDS	6501	5518
Interest on IT	1593	0
Sattionery & Printing	75685	76725
Electricity Exp.	3000	3000
Custody/Issuer Fees	40729	54629
Provision for Diminutions in Investments	0	10000
Total (B)	813739	903275
Total (A+B)	831439	920975

CASH FLOW STATEMENT FOR THE YEAR ENDING ON 31ST MARCH 2019

		In` (Rupees)
	2018-19	2017-18
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit Before Interest, Tax and Extra-Ordinary Items	89310	118493
ADJUSTMENTS FOR :-		
Depreciation of Property, Plant and Equipment	0	0
Loss on decognition of Property, Plant and Equipment	6955	0
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	(3018)	0
Loss on Sale of Property, Plant and Equipment	3605	0
Provision for Diminutions in Current Investments	0	0
Other Income	0	0
Operating Profit Before Working Capital Changes	96852	118493



ADJUSTMENTS FOR :-			
(Increase)/Decrease in Trade Receivable	(100000)		0
Increase /(Decrease) in Trade Payables	410250		445394
Increase/(Decrease)in Other Current Liabilities & Provisions	(127167)		(59198)
(Increase)/Decrease in Current Tax Assets	(36723)		0
(Increase)/Decrease in Other Current Assets	0		35000
(Increase)/Decrease in Other Non Current Assets	(11777)		(19204)
Cash Generated from Operating Activities	231435		520485
Income tax	0		0
NET CASH FROM OPERATING ACTIVITIES (A)	231435		520485
B.CASH FLOW FROM INVESTING ACTIVITIES			
Sale of Property, Plant and Equipment	38767		0
Profit on Sale of Property, Plant and Equipment	3018		0
(Loss) on Sale of Property, Plant and Equipment	(3605)		0
Net Decrease / (Increase) in Investments	0		410000
Interest Income	0		
Dividend Received	0		0
Profit (Loss) from Trading in Share	0		0
Future & Option Trading Loss / (Profit)	0		0
Other Income	0		0
NET CASH USED IN INVESTING ACTIVITY (B)	38180		410000
C.CASH FLOW FROM FINANCING ACTIVITIES			
Finance Charged Paid	(28100)		(64484)
Increase/(Decrease) in Borrowings	(1044651)		(293899)
NET CASH FROM FINANCING ACTIVITIES (C)	(1072751)		(358383)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)	(803136)		572102
Cash and Cash Equivalents as at the commencement of the Year	1093432		521330
Cash and Cash Equivalents as at the end of the Year	290295		1093432
Note : All Figures in Brackets are outflows			
For : M/s. Vishal Paliwal & Associates	For and On Behalf of the Board of Directors		
Chartered Accountants			
Firm Reg. No : 011145C			
CA. Vishal Paliwal			
Partner	Jeevan Goyal	S K Bandi	Vinay F Kothari
Membership No. : 401307	CFO	Director	Director
		DIN : 00789385	DIN : 01079754
Place: Indore	Place: Indore		
Date: 08 th May 2019	Date: 08th May 2019		

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

FOR THE YEAR ENDED 31st MARCH, 2019

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
- (vi)

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 asset 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 (i.e. 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.

Financial Instrument :

Particular	Amortized Cost	Financial assets / liabilities at fair value through OCI	Financial assets / liabilities at fair value through profit or loss	Total carrying Value	Total Fair Value
ASSETS :					
Cash and cash equivalents (Refer Note :7)	290295	-	-	290295	290295
Investments (Refer Note: 3) Preference securities, equity instruments and others	455000	-	-	455000	455000
Trade receivables (Refer Note: 6)	100000	-	-	100000	100000
Loans (Refer Note: 4)	217792	-	-	217792	217792
Other financial assets (Refer Note: 5)	251355	-	-	251355	251355
TOTAL	1314442	-	-	1314442	1314442
LIABILITIES					
Trade payables (Refer Note: 11)	1540415	-	-	1540415	1540415
Other financial liabilities (Refer Note: 12)	1005970	-	-	1005970	1005970
TOTAL	2546385	-	-	2546385	2546385

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 was pending before the CIT (Appeals)- II, Indore, relief in assessed Income of Rs.56.45 Lacs is granted by the Hon'ble CIT(Appeals)- II which reduces our tax demand approximately to Rs.91.18 Lacs from Rs.171.85 Lacs and for the balance demand the company has also filed appeal before the Hon'ble ITAT Indore bench and the same is pending for decision. The Company had deposited against above Rs. 2.20 lakhs and the same is shown under other long term loans and advances pending final decision of income tax authorities.

O. Related Party Disclosure:-

NAME OF RELATED PARTY	RELATION
S.K. BANDI	KEY MANAGEMENT PERSONNEL
PREMIUM GLOBAL SECURITIES PVT. LTD	ASSOCIATE COMPANY
PREMIUM GLOBAL COMMODITIES & DERIVATIVES PVT. LTD	RELATED PARTY
PREMIUM GLOBAL REALITY (I) PVT LTD	RELATED PARTY

NATURE OF TRANSACTION	KMP	RELATIVE OF KMP	ASSOCIATE	RELATED PARTY
Rent	NIL	NIL	NIL	NIL
Interest	NIL	NIL	28100.00	NIL
Legal & Professional	NIL	NIL	NIL	NIL
Loan				
Opening Balance	NIL	NIL	1044651.00 CR.	424676.00 CR.
Net Transaction during year	NIL	NIL	1044651.00 DR.	424676.00 DR
Closing Balance	NIL	NIL	NIL	NIL



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

Tel: (0731) 2536127,2433348

ATTENDANCE SLIP

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

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

I hereby record my presence at the 27th Annual General Meeting of the Company to be held at 401, Starlit Tower 29 Y N Road Indore on 20th Day of September, 2019 at 10.00 A.M.

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

Electronic Voting Event Number (EVEN)	User ID	Password

Note:

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



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

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CIN: L67120MP1992PLC007178

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Website: www.premiumcapital.in • Tel: (0731) 2536127,2433348

26th Annual General Meeting of the Company to be held at 401, Starlit Tower, 29, Y. N. Road, Indore on 20th Day of September, 2019 at 10.00 A.M.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L67120MP1992PLC007178
Name of the Company	PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED
Registered Office	401, Starlit Tower, 29, Y. N. Road, Indore
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID – Client ID	

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

(1) Name.....

Address:.....

Email ID: Signature..... Or failing him/her

(2) Name.....

Address:.....

Email ID: Signature..... Or failing him/her

(3) Name.....

Address:

Email ID: Signature.....



PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held 20th Day of September, 2019 at 10.00 A.M. at 401, Starlit Tower, 29, Y. N. Road, Indore and at any adjournment thereof in respect of such resolutions:

II. ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2018 including audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

II. SPECIAL REOLUTION

- 1. To appoint a director in place of Dr. Sushma Bandi (holding DIN:01038072), who retires by rotation and being eligible offers herself for re-appointment.
- 2. Re-appointment of Shri Sudarshan Kumar Bandi (DIN: 00789385), who has attained age of more than 70 years, as Director of the Company.
- 3. Appointment of Mr. Deoraj Pathak (DIN: 06850834) as an Independent Director
- 4. Appointment of Mr. Nitin Kanodiya (DIN: 08374026) as an Independent Director
- 5. Sale of investment held by company in unquoted shares of Premium Global Securities Private Limited ("PGSPL")
- 6. Sale of investment held by company in unquoted shares of Premium Global Commodities and Derivatives Private Limited ("PGCDPL")
- 7. Sale of investment held by company in unquoted shares of Alcama Housing and Developments Private Limited ("AHDPL")
- 8. Change in name of the company

Signed this _____ Day of _____ 2019

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



