

PREMIUM CAPITAL MARKET AND
INVESTMENT LIMITED
(CIN: L67120MP1992PLC007178)

32nd ANNUAL REPORT
F.Y. 2023-24

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CORPORATE INFORMATION

Board of Directors and Key Managerial Personnel

Ms. Manisha Sudip Bhattacharya	Whole-Time Director
Ms. Ruchismita Patel	Independent Director
Ms. Arti Gour	Independent Director
Ms. Papita Nandi	Non-Executive Director
Mr. Ripu Sudhan Shukla	Chief Financial Officer
Mr. Deepak Bissa	Company Secretary

Registered Office

401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India

Phone: +91 (0731) 2536127, +91 (0731) 2433348

E-mail: compliance.premium@gmail.com

Website: www.premcapltd.com

Registrar and Share Transfer Agents

M/s. Ankit Consultancy Private Limited

Plot No. 60, Electronic Complex, Pardeshipura, Indore - 452010, Madhya Pradesh, India

Phone: +91 (0731) 4949444

E-mail: compliance@ankitonline.com

Statutory Auditors

S. N. Gadiya & Co,
Chartered Accountants,
241, Apollo Tower,,
2, MG Road, Indore - 452001,
Madhya Pradesh, India

Secretarial Auditors

CS Anand Lavingia
Practicing Company Secretary
415-416, 4th Floor, Pushpam Complex, Opp. Seema
Hall, Anandnagar Road, Satellite - 380015,
Ahmedabad, Gujarat, India

Composition of Committees:

Audit Committee

Ms. Ruchismita Patel	Chairperson
Ms. Arti Gour	Member
Ms. Papita Nandi	Member

Nomination and Remuneration Committee

Ms. Ruchismita Patel	Chairperson
Ms. Papita Nandi	Member
Ms. Arti Gour	Member

Stakeholders Relationship Committee

Ms. Papita Nandi	Chairperson
Ms. Ruchismita Patel	Member
Ms. Arti Gour	Member

NOTICE TO SHAREHOLDERS
NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd (Thirty Second) Annual General Meeting (AGM) of the Members of Premium Capital market and Investment Limited will be held on Monday, September 30, 2024 at 10.30 A.M. IST at 401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended as on March 31, 2024 and the reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Ms. Manisha Sudip Bhattacharya (DIN: 09630474), Whole-time director of the Company who retires by rotation and being eligible, seeks re-appointment.

Explanation: Based on the terms of appointment, executive and non-executive directors are subject to retirement by rotation. Ms. Manisha Sudip Bhattacharya (DIN: 09630474), Whole-time director, who was appointed for the current term as Whole-time director, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Ms. Manisha Sudip Bhattacharya (DIN: 09630474), Whole-time director is required to retire by rotation, she would need to be reappointed as such. Therefore, shareholders are requested 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 Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Ms. Manisha Sudip Bhattacharya (DIN: 09630474), Whole-time director as such, to the extent that he is required to retire by rotation."

SPECIAL BUSINESSES:

3. To Consider Application of Reclassification of Promoter and Promoter Group to Public Category: Special Resolution

Explanation: The Board noted that company has received several request from Promoter and Promoter Group as well as shareholders of the Company holding only 154468 equity shares (2.357% of the total shareholding of the Company) as of the date of declaration.

Since long period it is in no way associated to the day-to-day business or management of the Company. Further, it is not engaged in the management of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of its shareholding and that none of its acts would influence the decision making in the Company.

The Board considered and approved the request letter received from it for reclassification from "Promoter and Promoter Group" category to "Public" category shareholder pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of the explanations given in detailed in its request letter and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board approved the request for reclassification from Promoter group category to Public category subject to approval of members of the company and relevant regulatory authorities and Therefore, shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('SEBI Listing Regulations') and subject to the approval of the stock exchanges where the securities of the Company are listed i.e. BSE Listed ('BSE') (referred to as 'Stock Exchange'), and/or such other approval, if any, as may be required in this regard, the following list of promoter and promoter group, which are currently a part of the Company's promoter and promoter group and which meet the requirements laid down under Regulation 31A(3)(b) of the SEBI Listing Regulations, be and are hereby approved by the members to be reclassified from the 'PROMOTER and PROMOTER GROUP' category to 'PUBLIC' category:

Sr. No.	Name	Category	No of Equity Share held	Percentage of Shareholding
1	Dr. (Mrs) Sushma Bandi	Promoter	0	0.000%
2	Sudarshan Kumar Bandi	Promoter	0	0.000%
3	Miss. Neha Bandi	Promoter Group	0	0.000%
4	Divya Bandi	Promoter Group	0	0.000%
5	Prem Neema	Promoter Group	38300	0.584%
6	Kanhaiyalal Bandi	Promoter Group	10000	0.153%
7	Smt. Sagarbai Bandi	Promoter Group	7000	0.107%
8	Shri Shantilal Ji Bandi	Promoter Group	6800	0.104%
9	Sujata Pravin Chuttar	Promoter Group	5000	0.076%
10	Shri Ajay Jormal Mehta	Promoter Group	5000	0.076%
11	Dr. (Mrs.)Neela Waghmare	Promoter Group	5000	0.076%
12	Dr. Arun Waghmare	Promoter Group	5000	0.076%
13	Shri Hanskumar Bandi	Promoter Group	3000	0.046%
14	Shri Mahendra Kumar Bandi	Promoter Group	3500	0.053%
15	Pushpa Bandi	Promoter Group	3400	0.052%
16	Sarla Kumari Bandi	Promoter Group	2500	0.038%
17	Smt.Sonal Bandi	Promoter Group	3000	0.046%
18	Suman Kumar Bandi	Promoter Group	2600	0.040%
19	Shri Shiv Dutta Bohra	Promoter Group	2500	0.038%
20	Shri Siddharth Bandi	Promoter Group	2500	0.038%
21	Shri Santosh Kumar Bandi	Promoter Group	2500	0.038%
22	Shri Saurabh Bandi	Promoter Group	2500	0.038%
23	Shri Sushil Kumar Bandi	Promoter Group	2500	0.038%
24	Shri Vimal Kumar Bandi	Promoter Group	2500	0.038%
25	Shri Kantilalji Bandi	Promoter Group	2500	0.038%
26	Shri Kesharimalji Bandi	Promoter Group	2500	0.038%
27	Shri B.V.Vavikar	Promoter Group	2500	0.038%
28	Shri Dyaneshwar Bankhele	Promoter Group	2500	0.038%
29	Sashi Juneja	Promoter Group	2500	0.038%
30	Narendra Premraj Chuttar	Promoter Group	0	0.000%
31	Mis. Kokila Bandi	Promoter Group	2500	0.038%
32	Smt.Manakdevi Bandi	Promoter Group	2500	0.038%
33	Sunil Kumar Juneja	Promoter Group	2500	0.038%
34	Pravin Premraj Chuttar	Promoter Group	2448	0.037%
35	Rajesh Parikh	Promoter Group	2000	0.031%
36	Sonali Waghmare	Promoter Group	2000	0.031%
37	28, Subhash Nagar	Promoter Group	1300	0.020%
38	Suresh Kumar Jain	Promoter Group	1100	0.017%
39	Sunita Khapra	Promoter Group	1000	0.015%
40	Geeta Devi Agrawal	Promoter Group	1000	0.015%
41	Kharban Maurya	Promoter Group	1000	0.015%
42	Rajmani Maurya	Promoter Group	1000	0.015%
43	R.N. Chopra	Promoter Group	1000	0.015%
44	Niramala Jain	Promoter Group	500	0.008%
45	Kamal Kanth Seth	Promoter Group	500	0.008%
46	Shri Ashok Kumar Gandhi	Promoter Group	500	0.008%
47	Shri Shambhu Dutta Bohra	Promoter Group	500	0.008%
48	Sumerchand Jain	Promoter Group	500	0.008%
49	Arun Kumar Salgia	Promoter Group	300	0.005%
50	Ashok Ramchandani	Promoter Group	100	0.002%
51	Harish Ramchandani	Promoter Group	100	0.002%
52	Hemlata Joshi	Promoter Group	100	0.002%
53	Jitendra Kumar Salgia	Promoter Group	100	0.002%
54	Madhu Bandi	Promoter Group	100	0.002%
55	Om Prakash Kabra	Promoter Group	100	0.002%
56	Narayan Dubey	Promoter Group	100	0.002%
57	Ramila R. Padliya	Promoter Group	100	0.002%
58	Ramkumar Dubey	Promoter Group	100	0.002%
59	Sharad Jodhi	Promoter Group	100	0.002%
60	Shiv Narayan Sule	Promoter Group	100	0.002%
61	Smt.Urmila Saroiya	Promoter Group	100	0.002%
62	Smt. Vinay Shita Jagdawath	Promoter Group	100	0.002%
63	Smt.Archana Sharma	Promoter Group	100	0.002%
64	Shri Sital Kumar Gandhi	Promoter Group	100	0.002%
65	Shri Subhash Chandsen	Promoter Group	100	0.002%
66	Shri Atul Agrawal	Promoter Group	100	0.002%
67	Shri Gyanchand Seth	Promoter Group	100	0.002%
68	Shri Chandmal Ji Khapra	Promoter Group	100	0.002%
69	Shri Dilip Khapra	Promoter Group	100	0.002%
70	Shri Joseph Sebastin	Promoter Group	100	0.002%

71	Shri K.B.Jose	Promoter Group	100	0.002%
72	Shri Mukesh Patangia	Promoter Group	100	0.002%
73	Shri Rajendra Bihari Padliya	Promoter Group	100	0.002%
74	Shri Rajendra Kumar Bandi	Promoter Group	100	0.002%
75	Shri Sanjay Mahajan	Promoter Group	100	0.002%
76	Urmila Doshi	Promoter Group	100	0.002%
77	Mahesh Khandelwal	Promoter Group	10	0.000%
78	Manmal Khapra	Promoter Group	10	0.000%
79	Gaurav Bandi	Promoter Group	0	0.000%
80	Shri Mahesh Chandra Asawa	Promoter Group	0	0.000%
81	Pushpendra Bandi	Promoter Group	0	0.000%
Total			154468	2.357%

RESOLVED FURTHER THAT upon receipt of the approval from the Stock Exchange for re-classification of the above mentioned list of Promoter and Promoter Groups from 'PROMOTER AND PROMOTERS GROUP' category to 'PUBLIC' category, the Company shall effect such re-classification in the Statement of Shareholding Pattern from the immediate succeeding quarter under Regulation 31 of SEBI Listing Regulations and other applicable provisions/regulations/laws, if any.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised and empowered to do, execute and perform all or any of the following acts, deeds, matters and things viz:

- To make, execute and file such application, information and other documents with and represent the Company before the Stock Exchange and / or other regulatory authorities and seek necessary approvals and consents, if any, for re-classification of the aforementioned entity;
- To communicate and liaise with any regulatory authorities (including Stock Exchange, SEBI) or third parties as may be required under applicable laws, including applying for and obtaining such approvals and consents as may be necessary; and
- To do all acts, matters, deeds and things necessary or desirable in connection with or incidental or consequential thereto, with further power to delegate the powers conferred on them by this resolution to any Officer(s) of the Company or to any other person(s) as they may deem fit and proper."

Registered office:

401- Starlit Tower,
29 - Y.N. Road, Indore - 452003,
Madhya Pradesh, India

By order of the Board of Directors
For, PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED
CIN: L67120MP1992PLC007178

Place: Indore

Date: September 02, 2024

Ms. Papita Nandi
Non-Executive Director
DIN: 09613512

Ms. Manisha Sudip Bhattacharya
Wholetime Director
DIN: 09630474

IMPORTANT NOTES

- A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. 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 shareholder. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before Saturday, September 28, 2024 at 10:30 A.M.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
- The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial

Standard II on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/reappointment at this Annual General Meeting (“AGM”) are annexed to this Notice.

3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting or to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csanandlavingia@gmail.com with copies marked to the Company at compliance.premium@gmail.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of members and share transfer books of the Company will remain closed from Tuesday, September 24, 2024 till Monday, September 30, 2024 (both the days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, September 23, 2024, will be entitled to vote at the AGM.
7. The route map showing directions to reach the venue of the AGM is provided at the end of this Notice.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number at compliance.premium@gmail.com on or before Monday, September 23, 2024 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to M/s. Ankit Consultancy Private Limited in case the shares are held in physical form.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. The Securities and Exchange Board of India (“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 their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Ankit Consultancy Private Limited.
14. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at www.premcapltd.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com. The Company proposes to send documents, such as the Notice of the Annual General Meeting and Annual Report etc. henceforth to the Members in electronic form at the e-mail address provided by them and made available to the Company by the Depositories from time to time.
15. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;

- (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance.premium@gmail.com
 - (b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance.premium@gmail.com
 - (c) Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
 - (e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Ankit Consultancy Private Limited having its office at Plot No. 60, Electronic Complex, Pardeshipura, Indore - 452010, Madhya Pradesh, India, by following the due procedure.
16. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s. Ankit Consultancy Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to M/s. Ankit Consultancy Private Limited in case the shares are held in physical form.
- 18. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**
- 1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through remote e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means.
 - 2) The Register of members and share transfer books of the Company will remain closed from Tuesday, September 24, 2024 till Monday, September 30, 2024 (both the days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date i.e. Monday, September 23, 2024, shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - 3) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through poll paper. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, September 23, 2024.
 - 4) The facility for voting through polling paper shall be made available at the AGM and the Members attending the AGM and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Monday, September 23, 2024 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
 - 5) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, September 23, 2024, shall be entitled

to exercise his/her vote either electronically i.e. remote e-voting or through poll paper on the date of the AGM.

- 6) The remote e-voting will commence on 9:00 A.M. on Thursday, September 26, 2024 and will end on 5:00 P.M. on Sunday, September 29, 2024. During this period, the members of the Company holding shares as on the Cut-off date i.e. Monday, September 23, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- 7) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- 8) The Board of Directors has appointed Mr. Anand Lavingia, Practicing Company Secretary (Membership No. - ACS 26458; COP No. - 11410) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
- 9) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 10) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, 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 and declare the result of the voting forthwith.
- 11) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.premcapltd.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins 9:00 A.M. on Thursday, September 26, 2024 and will end on 5:00 P.M. on Sunday, September 29, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1. Access to NSDL e-Voting system.

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP

Type of shareholders	Login Method
	<p>and a Verification Code as shown on the screen. After successful authentication, you will be redirected to</p> <ol style="list-style-type: none"> NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 2. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2. Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csanandlavingia@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in

CONTACT DETAILS:

Company	PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED 401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India Phone: +91 (0731) 2536127, +91 (0731) 2433348 E-mail: compliance.premium@gmail.com Website: www.premcapltd.com
Registrar and Transfer Agent	M/s. Ankit Consultancy Private Limited Plot No. 60, Electronic Complex, Pardeshipura, Indore - 452010, Madhya Pradesh, India Phone: +91 (0731) 4949444 E-mail: compliance@ankitonline.com
e-Voting Agency & VC / OAVM	Email: evoting@nsdl.co.in NSDL help desk: +91 - 22 - 4886 7000 and +91 - 22 - 2499 7000
Scrutinizer	Mr. Anand S Lavingia Email: csanandlavingia@gmail.com; Tel No.: +91 79 - 3578 9144

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT / APPOINTMENT
AT THE ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015 and Secretarial Standard II)

Name	Ms. Manisha Sudip Bhattacharya (DIN: 09630474)
Date of Birth	July 25, 1972
Qualification	Masters
Experience - Expertise in specific functional areas - Job profile and suitability	Ms. Manisha Sudip Bhattacharya (DIN: 09630474), aged 52 years, Earlier She was serving as a Branch Banking Manager in ICICI Bank, and has worked with Dewan Housing Finance Corporation Limited and also She was Branch Manager in Weimann Homes Limited. Now she is associated with Adv. V.M. Kohatkar and and having experience of more than a two decade in the same field.
No. of Shares held as on 31/03/2024	Nil
Terms & Conditions	As per the terms and conditions decided by board of directors and approved by the Members vide special resolution passed on September 29, 2023
Remuneration paid in FY 2023-24	NA
Remuneration sought to be paid	Basic Salary up to Rupees 60,000/- per year from the date of appointment
Number of Board Meetings attended during the FY 2023-24	7 out of 9
Date of Original Appointment	August 11, 2023
Date of Appointment in current terms	August 11, 2023
Directorships held in other public companies*	Geniusbulls Investment Limited
Memberships / Chairpersonships of committees of public companies*	Nil
Inter-se Relationship with other Directors.	No Relation

*Includes only Audit Committee and Stakeholders' Relationship Committee.

*Excluding Section 8 and Foreign Companies

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS)

Item No. 3:

To Consider Application of Reclassification of Promoter and Promoter Group to Public Category: **Special Resolution**

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), along with amendments thereto, has provided a regulatory mechanism for reclassification of person belonging to Promoter and Promoter Group Shareholder to Public Shareholder of the Company subject to fulfillment of conditions as provided therein.

In this regard, the Company have received several request letters dated August 29, 2024 from below mentioned person belonging to the Promoter and Promoter Group category of the Company holding 154468 equity shares (2.357% of the total shareholding of the Company) as on the date pursuant to Regulation 31A of the Listing Regulations, 2015 for reclassification from "Promoter and Promoter Group" category to "Public" category pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr. No.	Name	Category	No of Equity Share held	Percentage of Shareholding
1	Dr. (Mrs) Sushma Bandi	Promoter	0	0.000%
2	Sudarshan Kumar Bandi	Promoter	0	0.000%
3	Miss. Neha Bandi	Promoter Group	0	0.000%
4	Divya Bandi	Promoter Group	0	0.000%
5	Prem Neema	Promoter Group	38300	0.584%
6	Kanhaiyalal Bandi	Promoter Group	10000	0.153%
7	Smt. Sagarbai Bandi	Promoter Group	7000	0.107%
8	Shri Shantilal Ji Bandi	Promoter Group	6800	0.104%
9	Sujata Pravin Chuttar	Promoter Group	5000	0.076%
10	Shri Ajay Jormal Mehta	Promoter Group	5000	0.076%
11	Dr. (Mrs.)Neela Waghmare	Promoter Group	5000	0.076%
12	Dr. Arun Waghmare	Promoter Group	5000	0.076%
13	Shri Hanskumar Bandi	Promoter Group	3000	0.046%
14	Shri Mahendra Kumar Bandi	Promoter Group	3500	0.053%
15	Pushpa Bandi	Promoter Group	3400	0.052%
16	Sarla Kumari Bandi	Promoter Group	2500	0.038%
17	Smt.Sonal Bandi	Promoter Group	3000	0.046%
18	Suman Kumar Bandi	Promoter Group	2600	0.040%
19	Shri Shiv Dutta Bohra	Promoter Group	2500	0.038%
20	Shri Siddharth Bandi	Promoter Group	2500	0.038%
21	Shri Santosh Kumar Bandi	Promoter Group	2500	0.038%
22	Shri Saurabh Bandi	Promoter Group	2500	0.038%
23	Shri Sushil Kumar Bandi	Promoter Group	2500	0.038%
24	Shri Vimal Kumar Bandi	Promoter Group	2500	0.038%
25	Shri Kantilalji Bandi	Promoter Group	2500	0.038%
26	Shri Kesharimalji Bandi	Promoter Group	2500	0.038%
27	Shri B.V.Vavikar	Promoter Group	2500	0.038%
28	Shri Dyaneshwar Bankhele	Promoter Group	2500	0.038%
29	Sashi Juneja	Promoter Group	2500	0.038%
30	Narendra Premraj Chuttar	Promoter Group	0	0.000%
31	Mis. Kokila Bandi	Promoter Group	2500	0.038%
32	Smt.Manakdevi Bandi	Promoter Group	2500	0.038%
33	Sunil Kumar Juneja	Promoter Group	2500	0.038%
34	Pravin Premraj Chuttar	Promoter Group	2448	0.037%
35	Rajesh Parikh	Promoter Group	2000	0.031%
36	Sonali Waghmare	Promoter Group	2000	0.031%
37	28, Subhash Nagar	Promoter Group	1300	0.020%
38	Suresh Kumar Jain	Promoter Group	1100	0.017%
39	Sunita Khapra	Promoter Group	1000	0.015%
40	Geeta Devi Agrawal	Promoter Group	1000	0.015%

41	Kharban Maurya	Promoter Group	1000	0.015%
42	Rajmani Maurya	Promoter Group	1000	0.015%
43	R.N. Chopra	Promoter Group	1000	0.015%
44	Niramala Jain	Promoter Group	500	0.008%
45	Kamal Kanth Seth	Promoter Group	500	0.008%
46	Shri Ashok Kumar Gandhi	Promoter Group	500	0.008%
47	Shri Shambhu Dutta Bohra	Promoter Group	500	0.008%
48	Sumerchand Jain	Promoter Group	500	0.008%
49	Arun Kumar Salgia	Promoter Group	300	0.005%
50	Ashok Ramchandani	Promoter Group	100	0.002%
51	Harish Ramchandani	Promoter Group	100	0.002%
52	Hemlata Joshi	Promoter Group	100	0.002%
53	Jitendra Kumar Salgia	Promoter Group	100	0.002%
54	Madhu Bandi	Promoter Group	100	0.002%
55	Om Prakash Kabra	Promoter Group	100	0.002%
56	Narayan Dubey	Promoter Group	100	0.002%
57	Ramila R. Padliya	Promoter Group	100	0.002%
58	Ramkumar Dubey	Promoter Group	100	0.002%
59	Sharad Jodhi	Promoter Group	100	0.002%
60	Shiv Narayan Sule	Promoter Group	100	0.002%
61	Smt.Urmila Saroiya	Promoter Group	100	0.002%
62	Smt. Vinay Shita Jagdawath	Promoter Group	100	0.002%
63	Smt.Archana Sharma	Promoter Group	100	0.002%
64	Shri Sital Kumar Gandhi	Promoter Group	100	0.002%
65	Shri Subhash Chandsen	Promoter Group	100	0.002%
66	Shri Atul Agrawal	Promoter Group	100	0.002%
67	Shri Gyanchand Seth	Promoter Group	100	0.002%
68	Shri Chandmal Ji Khapra	Promoter Group	100	0.002%
69	Shri Dilip Khapra	Promoter Group	100	0.002%
70	Shri Joseph Sebastin	Promoter Group	100	0.002%
71	Shri K.B.Jose	Promoter Group	100	0.002%
72	Shri Mukesh Patangia	Promoter Group	100	0.002%
73	Shri Rajendra Bihari Padliya	Promoter Group	100	0.002%
74	Shri Rajendra Kumar Bandi	Promoter Group	100	0.002%
75	Shri Sanjay Mahajan	Promoter Group	100	0.002%
76	Urmila Doshi	Promoter Group	100	0.002%
77	Mahesh Khandelwal	Promoter Group	10	0.000%
78	Manmal Khapra	Promoter Group	10	0.000%
79	Gaurav Bandi	Promoter Group	0	0.000%
80	Shri Mahesh Chandra Asawa	Promoter Group	0	0.000%
81	Pushpendra Bandi	Promoter Group	0	0.000%
Total			154468	2.357%

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, above mentioned persons seeking reclassification confirmed that:

- They do not hold more than ten per cent of the total Voting Rights in the Company;
- They do not exercise control over the affairs of the Company directly or indirectly;
- They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- They do not act as a Key Managerial Person in the Company;
- They are not 'a willful defaulter' as per the Reserve Bank of India Guidelines;
- They are not a fugitive economic offender.
- No regulatory action are pending against them.

In view of the explanations given by them as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on August 29, 2024, have approved their request for reclassification received by the Company as above from Promoter and Promoter group category to Public category subject to the approval by the members and relevant regulatory authorities.

As required, intimation has been sent to Stock Exchanges based on declaration received from them. Further, They have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 failing which, they shall automatically be reclassified as Promoter and Promoter Group, as applicable.

Your directors recommend the passing of the Resolution in Item No. 3 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

Registered office:

401- Starlit Tower,
29 - Y.N. Road, Indore - 452003,
Madhya Pradesh, India

By order of the Board of Directors
For, PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED
CIN: L67120MP1992PLC007178

Place: Indore
Date: September 02, 2024

Ms. Papita Nandi
Non-Executive Director
DIN: 09613512

Ms. Manisha Sudip Bhattacharya
Wholetime Director
DIN: 09630474

PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED

CIN: L67120MP1992PLC007178

Regd. Off: 401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India

Phone No.: +91 (0731) 2536127, +91 (0731) 2433348; Web: www.premcapltd.com; Email: compliance.premium@gmail.com

ATTENDANCE SLIP

Regd. Folio No./DP Id No./Client Id No.* (*Applicable for investor holding shares in electronic form.)	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 32nd Annual General Meeting of Premium Capital Market And Investment Limited held on Monday, September 30, 2024 at 10:30 A.M. at 401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

-----Please tear here-----

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) ofshares of the Premium Capital Market And Investment Limited, hereby appoint

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of Premium Capital Market And Investment Limited held on Monday, September 30, 2024 at 10:30 A.M. at 401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
<i>Ordinary businesses</i>				
1.	To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended as on March 31, 2024 and the reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Ms. Manisha Sudip Bhattacharya (DIN: 09630474), Director of the Company who retires by rotation and being eligible, seeks re-appointment.			
3.	To Consider Application of Reclassification of Promoter and Promoter Group to Public Category			

Signed this.....day of.....2024

Affix
Revenue
Stamp of not
less than
INR 1

Signature of shareholder

Signature of Proxy holder(s)

Note:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before Saturday, September 28, 2023 at 10:30 A.M.)

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



32nd Annual General Meeting

Date: Monday, September 30, 2024

Time: 10:30 A.M.

Venue: 401- Starlit Tower,
29 - Y.N. Road,
Indore - 452003,
Madhya Pradesh, India.

BOARD OF DIRECTORS' REPORT

Your directors take pleasure in presenting their report on the business and operations of your Company along with Audited Financial Statements for the year ended as on March 31, 2024.

FINANCIAL PERFORMANCE

(in Lakhs)

Particulars	F.Y. 2023-24	F.Y. 2022-23
Revenue from Operations	67.62	1.78
Other Income	20.85	0.01
Total Income	88.47	1.79
Operating Expenditure before Finance Cost, Depreciation and Amortization	92.87	2.77
Earnings before Finance Cost, Depreciation and Amortization	(4.39)	(0.98)
Less: Finance Cost	0.00	0.00
Less: Depreciation and Amortization Expenses	0.00	0.00
Profit/(Loss) before Tax	(27.99)	(0.98)
Less: Tax Expense	0.00	0.00
Profit/(Loss) after Tax (PAT)	(27.99)	(0.98)

Review of Performance

During the year under review, the Company has earned Rs. 67.62 Lakhs from Revenue from Operations as compared to Rs. 1.78 Lakhs for the Financial Year 2022-23. The Company has suffered Loss after tax of Rs. 27.99 Lakhs during the financial year 2023-24 as compared to loss of Rs. 0.98 Lakhs in the financial year 2022-23.

The Board of Directors expects a growth in the Revenue from Operations and ultimately an increase in the Net Profit over the upcoming Financial Years.

Dividend & Reserves

Your directors regret to recommend any dividend for the Financial Year 2023-24 (Previous Year - Nil).

During the year, the Company has not apportioned any amount to other reserve on account of loss.

Change in Nature of Business

During the year under review, there is no change in the Nature of business activities carried out by the Company.

SHARE CAPITAL:

Authorized Capital

There is no change in the Authorized and Paid up Share Capital of the Company during the year under review. The authorized share capital of the company as on March 31, 2024 is ₹ 10,00,00,000/- (Rupees Ten Crore Only) divided into 10000000 (One Crore Only) Equity Shares of ₹ 10/- (Rupees Ten Only).

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- A) Issue of equity shares with differential rights
- B) Issue of sweat equity shares
- C) Issue of employee stock options
- D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit Of employees.

Issued, Subscribed & Paid-up Capital

The present Issue, Subscribed Capital of the Company is ₹ 6,55,38,000/- divided into 6553800 Equity Shares of ₹ 10.00 each.

The present Paid-up Capital of the Company is ₹ 6,55,37,000/- divided into 6553700 Equity Shares of ₹ 10.00 each, ₹ 1,000/- divided into 100 Equity shares of ₹ 10.00 each is unpaid and in arrears.

During the year under review, there was no change took place in the authorized and paid-up share capital of the Company.

The entire Paid-up Equity share Capital of the Company during the year is listed at BSE Limited.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Constitution of Board

The composition of Board complies with the requirements of the Companies Act, 2013 (“Act”). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is exempted from requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairperson of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Director of the Company is serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company. Neither any of the Director of the Company is holding position as Director in more than 7 listed entities nor any of the Director of the Company serve as Independent Director in more than 7 listed entities.

As on the date of this report the Board of the Company comprises Four Directors out of which one is Whole-time Executive Director; one is professional Non-Executive Director and two are Non-Promoter Non-Executive Independent Directors. The Board comprise following Directors as date of report:

Name of Director	Category Cum Designation	Date of Appointment at current term	Total Directorship	No. of Committee [^]		No. of Shares held as on March 31, 2024
				in which Director is Member as on March 31, 2024	in which Director is Chairman as on March 31, 2024	
Ms. Ruchismita Patel	Independent Director	11/08/2023	1	2	1	0
Ms. Arti Gour	Independent Director	17/08/2023	1	2	0	0
Ms. Papita Nandi	Non-Executive Director	11/08/2023	2	2	1	0
Ms. Manisha Sudip Bhattacharya	Whole-time Executive Director	11/08/2023	2	0	0	0

[^]Committee includes Audit Committee and Stakeholders Relationship Committee across all Public Companies.

- None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the public companies in which they are Director.
- The necessary disclosures regarding Committee positions have been made by all the Directors.
- None of the Directors of the Company is disqualified for being appointed as a Director pursuant to Section 164 (2) of the Companies Act, 2013.

Disclosure by Directors:

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP 1, intimation under Section 164(2) i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company. None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

Board Meeting

Regular meetings of the Board of Directors are held at least once in a quarter, inter-alia, to review the quarterly results of the Company. Additional Board meetings are convened to discuss and decide on various business

policies, strategies and other businesses. During the year under review, Board of Directors of the Company met 9 (Nine) times viz; May 29, 2023; August 11, 2023; August 17, 2023; September 02, 2023, September 11, 2023; September 29, 2023; November 02, 2023; December 22, 2023 and February 09, 2024.

The details of attendance of each Director at the Board Meeting during the year and Annual General Meeting are given below;

Name of Director	Ms. Ruchismita Patel*	Ms. Arti Gour**	Ms. Papita Nandi*	Ms. Manisha Sudip Bhattacharya*	Mr. Deoraj Pathak#	Mr. Nitin Kanodia#	Mrs. Sarita Pandey^
Number of Board Meeting held	9	9	9	9	9	9	9
Number of Board Meetings Eligible to attend	7	5	7	7	3	3	4
Number of Board Meeting attended	7	5	7	7	3	3	4
Presence at the previous AGM	Yes	Yes	Yes	Yes	NA	NA	NA

* w.e.f August 11, 2023

^ up to September 11, 2023

up to September 01, 2023

**w.e.f August 17, 2023

Changes in Directors

During the Financial year 2023-24, on the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 11, 2023, has appointed Ms. Papita Nandi (DIN: 09613512) as Additional (Non-Executive) Director and Ms. Ruchismita Patel (DIN: 10269888) Additional (Non-Executive Independent) Director of the Company, for a period of five years w.e.f. August 11, 2023. Accordingly, Shareholders of the Company in its 31st Annual General Meeting held on September 29, 2023 regularised an appointments of Ms. Papita Nandi (DIN: 09613512) as Additional (Non-Executive) Director and Ms. Ruchismita Patel (DIN: 10269888) as Independent Director of the Company.

Further, Mr. Deoraj Pathak (DIN: 06850834) and Mr. Nitin Kanodia (DIN: 08374026) have resigned from the post of directors of the company w.e.f. September 02, 2023. Ms. Sarita Pandey (DIN: 08253863) has resigned from the post of director of the company w.e.f. September 11, 2023.

Further, on the basis of recommendation of Nomination and Remuneration Committee, Ms. Manisha Sudip Bhattacharya (DIN: 09630474) has been appointed as Professional Additional (Whole-Time) Director on the Board of the Company for a period of three years w.e.f. August 11, 2023. Accordingly, Shareholders of the Company in its 31st Annual General Meeting held on September 29, 2023 regularised an appointment of Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as Whole-Time Director of the Company

In accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Mrs. Manisha Sudip Bhattacharya (DIN: 09630474), an Whole-time Director of the Company retires by rotation at the ensuing Annual General Meeting. She, being eligible, has offered herself for re-appointment as such and seeks re-appointment. The Board of Directors recommends her appointment on the Board.

The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards-II issued by ICSI, of the person seeking re-appointment as Directors are annexed to the Notice convening the 32nd Annual General Meeting.

Independent Directors

In terms of Section 149 of the Companies Act, 2013 and rules made there under and Listing Regulations, the Company has Two Non-Promoter Non-Executive Independent Directors as on the date of this report. In the opinion of the Board of Directors, both Independent Directors of the Company meet all the criteria mandated by Section 149 of the Companies Act, 2013 and rules made there under and Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are Independent of Management.

A separate meeting of Independent Directors was held on February 09, 2024 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board that is necessary for the board of directors to effectively and reasonably perform their duties.

The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company.

The Company has received a declaration from the Independent Directors of the Company under Section 149(7) of Companies Act, 2013 and 16(1) (b) of Listing Regulations confirming that they meet criteria of Independence as per relevant provisions of Companies Act, 2013 for financial year 2023-24. The Board of Directors of the Company has taken on record the said declarations and confirmation as submitted by the Independent Directors after undertaking due assessment of the veracity of the same. In the opinion of the Board, they fulfill the conditions for Independent Directors and are independent of the Management. All the Independent Directors have confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

During the year there was change in Independent Directors as above mentioned in the point Changes in Directors.

Details of Key Managerial Personnel

During the year under review and in accordance with Section 203 of the Companies Act, 2013, Ms. Manisha Sudip Bhattacharya (DIN: 09630474) has been appointed for the post of Whole Time Director of the company w.e.f. August 11, 2023. Mr. Ripu Sudhan Shukla has been appointed as Chief Financial Officer of the company w.e.f. August 17, 2023. Mr. Deepak Bissa has been appointed as Company Secretary and Compliance officer of the company w.e.f. December 07, 2023. Further, Mr. Jeevan Goyal has been resigned from the post of Chief Financial Officer of the company w.e.f. August 17, 2023.

As on the date of this report, in accordance with Section 203 of the Companies Act, 2013, the Company has Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as a Whole Time Director of the Company, Mr. Deepak Bissa as Company Secretary & Compliance Officer and Mr. Ripu Sudhan Shukla as Chief Financial Officer of the Company.

Performance Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act.

- The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- The board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the performance of chairman was also evaluated on the key aspects of his role.
- Separate meeting of Independent Directors was held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

Directors Responsibility Statement

Pursuant to section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of Annual Accounts for the year ended March 31, 2024, the applicable Accounting Standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the Annual Accounts for the year ended as on March 31, 2024 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMMITTEES OF BOARD

Your Company has constituted several Committees in compliance with the requirements of the relevant provisions of applicable laws and statutes, details of which are given hereunder.

1. Audit Committee

Audit Committee meeting is generally held once in quarter for the purpose of recommending the quarterly/half yearly/yearly financial results and the gap between two meetings did not exceed one hundred and twenty days. The Audit Committee met 5 (Five) times during the Financial Year 2023-24 viz.; May 29, 2023; August 11, 2023; September 02, 2023; November 02, 2023 and February 09, 2024.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of Meetings during the Financial Year 2023-24		
			Held	Eligible to attend	Attended
Mr. Deoraj Pathak*	Independent Director	Chairman	5	2	2
Mr. Nitin Kanodia*	Independent Director	Member	5	2	2
Mrs. Sarita Pandey**	Independent Director	Member	5	3	3
Ms. Arti Gour^	Independent Director	Member	5	3	3
Ms. Ruchismita Patel#	Independent Director	Chairman	5	3	3
Ms. Papita Nandi#	Non-Executive Director	Member	5	3	3

* Up to September 01, 2023 ** Up to September 11, 2023 ^w.e.f. August 17, 2023 # w.e.f. August 11, 2023

The Company Secretary of the Company is acting as Secretary to the Audit Committee.

Ms. Ruchismita Patel has been appointed as New Chairperson of Audit Committee w.e.f August 11, 2023 as Mr. Deoraj Pathak has resigned from the post w.e.f. September 02, 2023.

Ms. Ruchismita Patel, the Chairperson of the Committee had attended last Annual General Meeting of the Company held on September 29, 2023.

Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board of Directors. Further, the terms of reference, roles and powers of the Audit Committee are as per Section 177 of the Companies Act, 2013 (as amended) and SEBI (LODR) Regulation 2015, as amended.

Vigil Mechanism

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at www.premcapltd.com.

2. Nomination and Remuneration Committee

The Company has formed Nomination and Remuneration committee in line with the provisions Section 178 of the Companies Act, 2013 and read with SEBI (LODR) Regulation 2015, as amended. Nomination and Remuneration Committee meetings are generally held for identifying the person who is qualified to become Directors and may be appointed in senior management and recommending their appointments and removal.

During the year under review, the Nomination and Remuneration Committee met 4 (Four) times during the Financial Year 2023-24 viz.; August 11, 2023; August 17, 2023; September 02, 2023 and December 22, 2023 to recommend the appointment of Director and KMPs and to review the performance of Directors of the Company.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of Meetings during the Financial Year 2023-24		
			Held	Eligible to attend	Attended
Mr. Deoraj Pathak*	Independent Director	Chairman	4	2	2
Mr. Nitin Kanodia*	Independent Director	Member	4	2	2
Mrs. Sarita Pandey**	Independent Director	Member	4	3	3
Ms. Arti Gour^	Independent Director	Member	4	2	2
Ms. Ruchismita Patel#	Independent Director	Chairman	4	3	3
Ms. Papita Nandi#	Non-Executive Director	Member	4	3	3

* Up to September 01, 2023 ** Up to September 11, 2023 ^w.e.f. August 17, 2023 # w.e.f. August 11, 2023

The Company Secretary of the Company is acting as Secretary to the Audit Committee.

Ms. Ruchismita Patel has been appointed as New Chairperson of Audit Committee w.e.f August 11, 2023 as Mr. Deoraj Pathak has resigned from the post w.e.f. September 02, 2023.

Ms. Ruchismita Patel, the Chairperson of the Committee had attended last Annual General Meeting of the Company held on September 29, 2023.

Further, the terms of reference of the Nomination and Remuneration Committee are as per Section 178 of the Companies Act, 2013 (as amended) read with SEBI (LODR) Regulation 2015, as amended.

Nomination and Remuneration Policy

The Company has, in order to attract motivated and retained manpower in competitive market and to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 devised a policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management. Key points of the Policy are:

A. Policy on Appointment of Directors, Key Managerial Personnel and Senior Management Personnel

- The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP and Senior Management personnel and recommend to the Board for his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment.
- In case of appointment of Independent Director, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

B. Policy on remuneration of Director, Key Managerial Personnel and Senior Management Personnel

The Company remuneration policy is driven by the success and performance of the Director, KMP and Senior Management Personnel vis-à-vis the Company. The Company philosophy is to align them and provide adequate compensation with the Objective of the Company so that the compensation is used as a strategic tool that helps us to attract, retain and motivate highly talented individuals who are committed to the core value of the Company. The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at www.premcapltd.com.

3. Stakeholders' Grievances and Relationship Committee

The Company has constituted Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

During the year under review, Stakeholders Relationship Committee met Two (2) times during the Financial Year 2023-24 viz.; September 02, 2023 and February 09, 2024;

The composition of the Committee and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of Meetings during the Financial Year 2023-24		
			Held	Eligible to attend	Attended
Mr. Deoraj Pathak*	Independent Director	Chairman	2	0	0
Mr. Nitin Kanodia*	Independent Director	Member	2	0	0
Mrs. Sarita Pandey**	Independent Director	Member	2	2	2
Ms. Arti Gour^	Independent Director	Member	2	1	1
Ms. Ruchismita Patel#	Independent Director	Chairman	2	2	2
Ms. Papita Nandi#	Non-Executive Director	Member	2	2	2

Company Secretary and Compliance officer of the Company provides secretarial support to the Committee.

Ms. Ruchismita Patel has been appointed as New Chairperson of Audit Committee w.e.f August 11, 2023 as Mr. Deoraj Pathak has resigned from the post w.e.f. September 02, 2023.

Ms. Ruchismita Patel, the Chairperson of the Committee had attended last Annual General Meeting of the Company held on September 29, 2023.

During the year under review, the Company had received nil complaints from the Shareholders. There was no complaint pending for resolution as on March 31, 2024. Further, the terms of reference of the Stakeholder's Grievance & Relationship Committee are as per Section 178 of the Companies Act, 2013 (as amended).

Public Deposits

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2024.

Particulars of loans, guarantees and investments:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement for the year ended on March 31, 2024.

Annual return

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act 2013, the Annual Return as on 31st March 2024 is available on the Company's website at www.premcapltd.com.

Related Parties Transaction

There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interests of the Company at large. All Related Party Transactions are placed before the Audit Committee and the Board for approval, if required. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive in nature.

The Company has developed an Internal Guide on Related Party Transactions Manual and prescribed Standard Operating Procedures for the purpose of identification and monitoring of such transactions. The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at www.premcapltd.com.

All Related Party Transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Your Company had not entered into any transactions with the related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in form AOC-2 is not applicable.

There was no contracts, arrangements or transactions which was not executed in ordinary course of business and/or at arm's length basis.

Internal financial control systems and their adequacy:

The details on Internal Financial Control and their adequacy are provided in Management Discussion and Analysis Report.

Maintenance of cost records:

In terms of Section 148 of the Companies Act, 2013 read with Companies (Cost records and audits) Rules, 2014, the Company is not required to maintain the cost records and accordingly the Company has not maintained the Cost record.

Significant and Material Orders:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Material changes and commitment affecting financial position of the Company

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year of the Company and the date of this report except for the Revocation of suspension in trading of equity shares of the company w.e.f. Monday i.e. March 04, 2024.

Risk Management

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

Sexual Harassment of Women at Workplace

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of Sexual Harassment and we are complaint with the law of the land where we operate.

During the year under review, there were no incidences of sexual harassment reported.

Management Discussion and Analysis Report

Your attention is drawn to the perception and business outlook of your management for your company for current year and for the industry in which it operates including its position and perceived trends in near future. The Management Discussion and Analysis Report as stipulated under Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is attached and forms part of this Directors Report.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

A. Conservation of Energy -

- i.) The steps taken or impact on conservation of energy: None
- ii.) The steps taken by the Company for utilizing alternate sources of energy: None
- iii.) The capital investment on energy conservation equipment: None

B. Technology Absorption -

- i.) The effort made towards technology absorption: None
- ii.) The benefit derived like product improvement, cost reduction, product development or import substitution: None
- iii.) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -
 - a. The details of technology imported: None
 - b. The year of import: None
 - c. Whether the technology has been fully absorbed: None
 - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: None
- iv.) The expenditure incurred on Research and Development: None

C. Foreign Exchange Earnings & Expenditure:

- i.) Details of Foreign Exchange Earnings: Nil
- ii.) Details of Foreign Exchange Expenditure: Nil

Particular of Employees

The Company has not employed any employee except the Chief Financial Officer and Company Secretary. Hence, the information required under Section 197(12) of the Companies Act, 2013 and rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not given separately.

Statutory Auditors

M/s. S. N. Gadiya & Co., Chartered Accountants (FRN: 002052C), were appointed as Statutory Auditors of the Company at the annual general meeting held on September 30, 2022, who shall hold the office up to the conclusion of 33rd Annual General Meeting at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

Secretarial Audit

The Company has appointed Mr. Anand Lavingia, Practicing Company Secretary, to conduct the secretarial audit of the Company for the financial year 2023-24, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the financial year 2023-24 is annexed to this report as an **Annexure -A**.

The above reports contain remarks as follows :

1. *Independent Directors of the Company have not registered themselves in the Independent Directors' Data Bank as required under Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, however company has appointed new Independent Directors of the Company Ms. Ms. Arti Gour (DIN: 10269658) w.e.f. August 17, 2023 and Ms. Ruchismita Patel (DIN: 10269888) w.e.f. August 11, 2023;*
2. *The Company has not appointed Company Secretary & Compliance Officer from July 01, 2022 till December 06, 2023, however Mr. Deepak Bissa has been appointed as company secretary and compliance officer w.e.f. December 07, 2023;*
3. *The company has not appointed Internal Auditor of the company for the period under review;*
4. *The Company has not filed certain e-forms for filing the resolution and documents with the Registrar of Companies under Section 117 read with Section 179(3) of the Companies Act, 2013;*
5. *The Company has not appointed Managing Director or Whole-Time Director or Manager under Section 203 of the Companies Act, 2013, however the company has appointed Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as Whole-Time Director of the company w.e.f. August 11, 2023.*

Your directors submit that the Company takes following measures to timely comply with the entire requirements:

Company has re-constituted entire Board of Directors as on August 11, 2023. Currently company is not in full operation mode so there is no requirement of Internal Auditor but to comply with the statutory requirements we will appoint internal auditor as soon as possible. However, the delay occurred purely due to oversight and Company ensures to make timely compliance in future.

Reporting of Fraud

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

Corporate Governance

Your Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report of Directors under relevant heading.

Proceedings initiated/pending against your company under the Insolvency and Bankruptcy Code, 2016

There are no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the Business of the Company.

Details of difference between valuation amount on one time settlement and valuation while availing loan from banks and financial institutions

During the year under review, there has been no one time settlement of loans taken from banks and financial institution.

Compliance with the provisions of SS 1 and SS 2

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by your Company.

General Disclosure

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions occur on these items during the year under review;

- (i) Details relating to deposits covered under Chapter V of the Act;
- (ii) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iv) Annual Report and other compliances on Corporate Social Responsibility;
- (v) There is no revision in the Board Report or Financial Statement;
- (vi) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operations in future;
- (vii) Information on subsidiary, associate and joint venture companies.

Acknowledgment

Your company & Directors wish to place on record their appreciation of the assistance and co-operation extended by Investors, Bankers, Business Associates, and Government. We are deeply grateful to shareholders for their continued faith, confidence and support to the company.

Registered office:

401- Starlit Tower,
29 - Y.N. Road, Indore - 452003,
Madhya Pradesh, India

By order of the Board of Directors
For, PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED
CIN: L67120MP1992PLC007178

Place: Indore

Date: September 2, 2024

Ms. Papita Nandi
Non-Executive Director
DIN: 09613512

Ms. Manisha Sudip Bhattacharya
Wholetime Director
DIN: 09630474

SECRETARIAL AUDIT REPORT**Form No. MR-3**

For the Financial Year ended as on March 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Premium Capital Market and Investment Limited** (CIN: L67120MP1992PLC007178) (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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, I hereby report that in my opinion, read with **Annexure - I** forming part of this report, the Company has, during the audit period covering the financial year ended on March 31, 2024, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes 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 the Company for the financial year ended on March 31, 2024 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made there under as applicable;
- 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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered with BSE Limited (BSE) and
- vi. The Revised Secretarial Standards issued by the Institute of Company Secretaries of India.

I further report that, having regarded to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has compliance management system for the sector specific laws applicable specifically to the Company.

I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other sector specific laws applicable to the Company.

During the period under review the Company has complied with the provisions of the Act, Rules made there under, Regulations, guidelines etc. mentioned above except followings;

1. *Independent Directors of the Company have not registered themselves in the Independent Directors' Data Bank as required under Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, however company has appointed new Independent Directors of the Company Ms. Ms. Arti Gour (DIN: 10269658) w.e.f. August 17, 2023 and Ms. Ruchismita Patel (DIN: 10269888) w.e.f. August 11, 2023;*
2. *The Company has not appointed Company Secretary & Compliance Officer from July 01, 2022 till December 06, 2023, however Mr. Deepak Bissa has been appointed as company secretary and compliance officer w.e.f. December 07, 2023;*

3. *The company has not appointed Internal Auditor of the company for the period under review;*
4. *The Company has not filed certain e-forms for filing the resolution and documents with the Registrar of Companies under Section 117 read with Section 179(3) of the Companies Act, 2013;*
5. *The Company has not appointed Managing Director or Whole-Time Director or Manager under Section 203 of the Companies Act, 2013, however the company has appointed Ms. Manisha Sudip Bhattacharya (DIN: 09630474) as Whole-Time Director of the company w.e.f. August 11, 2023.*

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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, based on review of compliance mechanism established by the company and on the basis of the compliance certificates / reports taken on record by the Board of Directors of the Company, I am of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable rules, regulations and guidelines as referred hereinabove.

I further report that, during the audit period, except for the Revocation of suspension in trading of equity shares of the company w.e.f. Monday i.e. March 04, 2024, there was no other specific event / action in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

Date: September 2, 2024
Place: Ahmedabad

Anand Lavingia
Practicing Company Secretary
ACS No.: 26458 C P No.: 11410
Peer Review Certificate No.: 1589/2021
UDIN: A026458F001104581

Note: This Report is to be read with my letter of even date which is annexed as Annexure - I forms an integral part of this report.

To,
The Members,
PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. In respect of laws, rules and regulations other than those specifically mentioned in my report above, I have limited my review, analysis and reporting up to process and system adopted by the Company for compliance with the same and have not verified detailed compliance, submissions, reporting under such laws etc. nor verified correctness and appropriateness thereof including financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards and its proper and adequate presentation and submission in prescribed formats is the responsibility of management. My examination was limited to the verification of procedures on test basis and not its one to one contents.
6. The Secretarial Audit report is neither an assurance as to compliance in totality or the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: September 2, 2024
Place: Ahmedabad

Anand Lavingia
Practicing Company Secretary
ACS No.: 26458 C P No.: 11410
Peer Review Certificate No.: 1589/2021
UDIN: A026458F001104581

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FINANCIAL PERFORMANCE

(in Lakhs)

Particulars	F.Y. 2023-24	F.Y. 2022-23
Revenue from Operations	67.62	1.78
Other Income	20.85	0.01
Total Income	88.47	1.79
Operating Expenditure before Finance Cost, Depreciation and Amortization	92.87	2.77
Earnings before Finance Cost, Depreciation and Amortization	(4.39)	(0.98)
Less: Finance Cost	0.00	0.00
Less: Depreciation and Amortization Expenses	0.00	0.00
Profit/(Loss) before Tax	(27.99)	(0.98)
Less: Tax Expense	0.00	0.00
Profit/(Loss) after Tax (PAT)	(27.99)	(0.98)

REVIEW OF PERFORMANCE

During the year under review, the Company has earned Rs. 67.62 Lakhs from Revenue from Operations as compared to Rs. 1.78 Lakhs for the Financial Year 2022-23. The Company has suffered Loss after tax of Rs. 27.99 Lakhs during the financial year 2023-24 as compared to loss of Rs. 0.98 Lakhs in the financial year 2022-23.

The Board of Directors expects a growth in the Revenue from Operations and ultimately an increase in the Net Profit over the upcoming Financial Years.

GLOBAL ECONOMIC REVIEW:

The World Economic Outlook Report of April 2024 from IMF describes the Global Economic situation as “Steady but Slow”. It says as global inflation has descended from its mid-2022 peak, economic activity has grown steadily. Growth in employment and incomes have held steady, resulting in increased consumption demand. The unexpected growth in consumption is a residual effect of the substantial savings accumulated by households during the pandemic. Global growth, estimated at 3.2 percent in 2023, is projected to continue at the same pace in 2024 and 2025. Global headline inflation is expected to fall from an annual average of 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025. Oil prices have remained volatile having risen to near the \$90 per barrel-mark, with supply worries high given the escalating Middle East tensions between Iran and Israel and back-to-back attacks on energy infrastructure between Ukraine and Russia. The price has since corrected but remains above USD 80-85. Having said the aforesaid, the global supply is being constrained by producers to even with supply.

2024 - THE YEAR OF ELECTIONS WORLD OVER:

2024 is not just an election year. It’s perhaps the election year! Globally, more voters than ever in history will head to the polls as at least 64 countries (plus the European Union) – representing a combined population of about 49% of the people in the world – are meant to hold national elections, the results of which, for many, will prove consequential for years to come.

ECONOMIC SITUATION IN MAJOR MARKETS:

United States: Despite challenges such rising default rates on credit obligations, the U.S. economy remains resilient. The S&P 500 Index is poised to continue its upward trajectory, fueled by positive momentum and investor enthusiasm.

Eurozone: The Eurozone presents a promising outlook, with economic activity indicators surpassing expectations. Core inflation tracking towards the European Central Bank’s target of 2% is supported by various factors including falling energy prices and real wage gains.

Japan: Japan’s macroeconomic shift, marked by increasing inflation expectations and wage growth, presents favorable investment opportunities. Corporate behavior reforms driven by initiatives from the Tokyo Stock Exchange contribute to improved return on equity, signaling a positive trajectory for investments in the region.

India: India continues to shine as a bright spot. It is the fifth-largest economy in the world and is poised to retain its position as the world’s fastest-growing major economy. Its GDP growth remained buoyant at 7.3% in FY 2023-24 as against 7.2% in FY 2022- 23 was supported by robust domestic demand, moderate inflation, a stable interest rate environment, and strong foreign exchange reserves. The International Monetary Fund (IMF) commended India’s economic resilience, robust growth, and notable progress in formalization and digital infrastructure. India’s economic outlook is optimistic as it reaps the benefits of demographic dividend, physical and digital infrastructure enhancements, increased capital expenditure and the government’s proactive policy

measures such as Production Linked Incentive (PLI) Schemes. According to the IMF, the Indian economy is expected to expand steadily at 6.5% in 2024.

INDIAN EQUITY MARKETS FY 23-24:

The Indian stock market delivered an exceptional year. The Nifty50 spiked up an impressive 28.6% in FY24, outperforming most major market indices globally

A SURPRISE IN F.Y. 2023-24 - ALL ASSET CLASSES RECORDED POSITIVE RETURNS:

1. Equity markets are expected to offer high returns in the long run, supported by improving global and domestic landscapes. Our outlook remains optimistic, grounded in factors such as softened inflation, early adjustments in monetary policy rates, and reduced crude oil prices.
2. Debt investments are anticipated to perform favorably, especially with expectations of interest rate cuts. Bond investors stand to benefit from the potential rise in bond prices as yields decline, particularly in long-term Indian Government Bonds (IGBs).
3. Real estate, after years of sluggish returns, is gradually improving, offering growth opportunities for investors.
4. Gold, as a hedge against inflation and uncertainty, continues to hold its value in investment portfolios. Strong demand from central banks, coupled with geopolitical risks and currency de-dollarization trends, supports the case for including gold in diversified portfolios.

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
M/S Premium Capital Market and Investments Limited
CIN: L67120MP1992PLC007178
Address: 401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India

I) Report on the Audit of the Standalone Ind AS Financial Statements

1) Opinion

We have audited the accompanying standalone Ind AS financial statements of **M/s PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED** having registered office at **401, Starlit Tower, 4th Floor, 29 Y N Road, Indore -452003 (M.P.)** ("the Company"), (**PAN-AABCP2228H**), (**CIN:- L67120MP1992PLC007178**) which comprise the **Balance Sheet as at 31st March, 2024**, the Statement of Profit and Loss, Changes in Equity and Statement of Cash Flows for the year ended on that date and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Key Audit Matters paragraph, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amend, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, the statement of Profit & Loss, Changes in Equity and its Cash flows for the year ended on that date.

2) Basis for Opinion

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

3) Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

4) Information other than the financial statements and auditor's report thereon- Board of Directors' Report:

A) The Company's board of directors is responsible for the preparation of the other information and presentation of its report (herein after called as Board Report) which comprises various information required under section 134 (3) of the Companies Act, 2013. However our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

5) Management's Responsibility for the Audit of the Standalone Financial Statements :

- A) The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B) In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the company's financial reporting process.

6) Auditor's Responsibility for the Audit of the Standalone Financial Statements :

- A) Our responsibility is to express an Opinion on these standalone financial statements based on our audit. In conducting 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 Rules made there under.
- B) Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
- C) As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- (i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - (ii) Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control systems.
 - (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (vi) Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in:-
 - (i) Planning the scope of our audit work and in evaluating the results of our work; and
 - (ii) To evaluate the effect of any identified misstatements in the standalone financial statements.
- D) We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E) We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F) From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

II) Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("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-A" 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 Statement of Cash Flows 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 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - F) Reporting With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls as mentioned in section 143 (3) (1) refer to our separate report in "Annexure-B".
 - G) With respect to the other matters to be included in the Auditor's Report under section 197(16) of the Act.
 - H) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - 1) The Company does not have any pending litigations which would impact its financial position.

- 2) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- 3) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- 4) During the year company has not declared or paid Dividend, therefore no required to comply section 123 of the Companies Act, 2013.
- 5)
 - i) The Management has represented us that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
 - ii) The Management has represented to us that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
 - iii) Based on the audit procedure and information given to us no misstatement found in representations given in respect of above Para (a) & (b).

FOR, M/s. S. N. Gadiya & Co
Chartered Accountant
FRN: 002052C

Place: Indore
Date: 10.05.2024
UDIN: 24071229BKCQXY2122

CA. Satya Narayan Gadiya
(Proprietor)
Membership No.: 071229

Annexure - A to the Independent Auditors' Report

Report on The Companies (Auditor's Report) Order, 2020 ("the Order")

The Annexure referred to in our Independent Auditors' Report to the members of the M/s. PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED (CIN:- L67120MP1992PLC007178) on the standalone financial statements for the year ended 31 March 2024, we report that:

I. In respect of Property, Plant & Equipment (PPE):-

- a)
 - (A) The Company has maintained proper records showing full particulars, including Quantitative details and situation of Property, Plant & Equipment.
 - (B) The company does not have any Intangible Assets therefore no requirement to maintained proper records.
- b) According to information and explanations given to us and on the basis of our examination of the records of the company, the Property, Plant & Equipment have been physically verified during the year by the management under a regular programme of verification by rotation over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed.
- c) According to information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties forming part of the Property, Plant & Equipment are held in the name of the Company.
- d) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- e) According to information and explanations given to us and on the basis of our examination of the records of the company, there are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

II. In respect of Inventory

- a) As explained to us, company does not hold Inventories thus, paragraph (ii) of the order is not applicable.
- b) According to information and explanations given to us and on the basis of our examination of the records of the company, the Company does not have any sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or Financial Institutions.

III. In respect of loan granted:

According to information and explanations given to us and on the basis of our examination of the records of the company, the company has not made any investments, provided guarantee or security or granted any advance in nature of loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties.

IV. In respect of compliance of section 185 and 186 of The Companies Act, 2013

According to the information and explanations provided to us, in respect of loans, investments, guarantees, and security; provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

V. In respect of public deposits

According to the information and explanations given to us and based on our audit procedure, the company has not accepted any deposits within the meaning of section 73 to 76 of the Act or any other relevant provisions of the Companies Act, 2013.

VI. In respect of Cost Records:

According to the information and explanations given to us, the maintenance of cost records has not been specified by the central government under the section 148(1) of the Companies Act, 2013 for the business activities carried out by the company. Thus reporting under clause 3(vi) of the order is not applicable to the company.

VII. 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 Goods and Services Tax, 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 Goods and Services Tax, 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 31st March 2024 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us and on the basis of examination of records of the company there is no dispute in respect of income tax or sales tax or service tax or value added tax or GST or any other cess.

VIII. In respect of undisclosed Income

In our opinion and according to the information and explanations given to us and based on our examination of the records of the company, there were no such unrecorded transaction in the books of account which were surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961 (43 of 1961).

IX. In respect of repayment of loan

According to the information and explanations given to us, based on our examination of the records of the company and on the basis of overall examination of the Balance Sheet of the Company,

- a) Based on the audit procedures conducted by us and according to the information and explanation provided to us, the Company has not taken any Loan from financial institution, bank or government and the Company does not have any debenture holders.
- b) The company has not been declared willful defaulter by any bank or financial institution.
- c) In our opinion the term loan were applied for the purpose for which the loan was obtained.
- d) No such short term loan funds have been utilized for long term purpose.
- e) The company has not raised any fund from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) The company has not raised any loan during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

X. In respect of funds raised through IPO/FPO/Debt finance

- a) On the basis of overall examination of the Balance Sheet of the Company, according to the information and explanations provided to us and based on our examination of the records of the company we report that the Company did not raise any money by way of initial public offer or further public offer (including debt instrument).

- b) In our opinion and according to the information and explanations given to us as well as based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year under section 42 and section 62 of the Companies Act, 2013.

XI. In respect of fraud reporting

- a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us we neither come across any instance of fraud on or by the company, noticed or reported during the year, nor we have been informed of such case by the management.
- b) To the best of our knowledge and information with us there is no instance of fraud reportable under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As per information and explanations given by management and/or audit committee there were no whistle blower complaints received by the Company during the year.

XII. In respect of Nidhi Company

In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

XIII. In Respect of Transactions With Related Parties

According to the information and explanation provided to us and based on the audit procedures conducted by us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

XIV. In Respect of Internal Audit System

In our opinion and based on our examination, the company does not have an internal audit system.

XV. In respect of Non-Cash Transactions

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order are not applicable.

XVI. In respect of compliance of section 45IA of the RBI Act, 1934

- a) The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(a)of the Order is not applicable.
- b) The Company has not conducted any Non-Banking Financial or Housing Finance activities therefore not required to obtaining valid Certificate of Registration (CoR) from Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(b)of the Order is not applicable.
- c) The Company is not a core investment company (CIC) as defined in the regulations made by the reserve Bank of India. Accordingly clause 3(xvi)(c) of the order is not applicable.
- d) According to information and explanations given to us during the course of audit, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

XVII. In respect of Cash losses

The company has incurred cash losses of Rs. 0.98 lacs in the current financial year and no cash loss in the immediately preceding financial year.

XVIII. In respect of resignation of statutory auditors

There has been no resignation of the statutory auditors during the year.

XIX. In respect of any material uncertainty to meet liability

According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, except the matter mentioned in Key Audit Matters Para nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX. In Respect of Unspent Amount Under Section 135(5) of The Companies Act, 2013

- a. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, section 135 of the companies Act 2013 is not applicable to the Company, accordingly, paragraphs 3(xx)(a) & 3(xx)(b) of the Order are not applicable

XXI. Para xxi of the order is not applicable since there is no requirement of consolidated financial statements of this company.

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

**Place:- Indore
Date:- 10.05.2024
UDIN: 24071229BKCQXY2122**

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

Annexure - B to the Independent Auditors' Report

Report on the 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 M/s. PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED (CIN:- L67120MP1992PLC007178) ('the Company') as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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, 2024, 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.

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.

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

Place:- Indore
Date:- 10.05.2024
UDIN: 24071229BKCQXY2122

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

Premium Capital Market and Investments Limited

CIN: L67120MP1992PLC007178

401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India

Financial Statements as at 31-Mar-2024

In ₹ (Lakhs)

Sr. No.	Particulars	Note No.	Amount as at 31 Mar-2024	Amount as at 31- Mar-2023
I.	ASSETS			
1	Non-Current Assets			
	(a) Property, Plant and Equipment	2	0.04	0.04
	(b) Capital work-in-progress		-	-
	(c) Investment Property		-	-
	(d) Goodwill		-	-
	(e) Other Intangible assets	2	-	-
	(f) Intangible assets under development		-	-
	(g) Biological Assets other than bearer plants		-	-
	(h) Financial Assets			
	(i) Investments	3	0.00	4.55
	(ii) Trade Receivables		0.26	0.00
	(iii) Loans		-	-
	(iv) Others (to be specified)	4	0.00	0.68
	(i) Deferred tax assets (net)		7.64	7.64
	(j) Other Non-Current Assets	5	9.54	0.49
	Total Non-Current Assets		17.48	13.40
2	Current Assets			
	(a) Inventories		13.48	0.00
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables		-	-
	(iii) Cash and Cash Equivalents	6	1.58	0.48
	(iv) Bank balances other than (iii) above		-	-
	(v) Loans		-	-
	(vi) Others (to be specified)		-	-
	(c) Current Tax Assets (Net)		-	0.00
	(d) Other Current Assets		15.06	0.48
	Total Current Assets		0.48	1.80
	Total Assets		32.54	13.88
II.	EQUITY AND LIABILITIES			
	(a) Equity Share Capital	7A	655.37	655.37
	(b) Other Equity			
	Reserves and Surplus	7B	(697.42)	(669.42)
	Other Reserve			
	Total Equity		(42.05)	(14.05)
	LIABILITIES			
1	Non-Current Liabilities			

	(a) Financial Liabilities			
	(i) Borrowings		-	-
	i (a) Lease Liabilities			
	(ii) Trade Payables		-	-
	(iii) Other financial liabilities		-	-
	(b) Provisions		-	-
	(c) Deferred tax liabilities (Net)		-	-
	(d) Other Non-Current Liabilities	8	0.00	9.75
	Total Non- Current Liability		0.00	9.75
2	CURRENT LIABILITIES			
	(a) Financial Liabilities			
	(i) Borrowings	9	0.00	0.00
	i (a) Lease Liabilities			
	(ii) Trade Payables	10		
	(a) Total Outstanding dues to MSME		0.00	0.00
	(b) Total Outstanding dues of creditors other than MSME		6.92	17.33
	(iii) Other financial liabilities		-	-
	(b) Other Current Liabilities	11	67.09	0.00
	(c) Provisions	12	0.57	0.85
	(d) Current Tax Liabilities (Net)		-	-
	Total Current Liabilities		74.58	18.18
	Total Liabilities		74.58	27.93
	Total Equity and Liabilities		32.54	13.88
	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, S N Gadiya & Co

For and on behalf of the Board of Directors,
For, Premium Capital Market and Investments
Limited

Chartered Accountants
FRN No. 002052C

Manisha Sudip
Bhattacharya
Whole-Time Director
DIN: 09630474

Papita Nandi
Non-Executive
Director
DIN: 09613512

CA Satya Narayan Gadiya
Proprietor
M. No. 071229
UDIN: 24071229BKCQXY2122

Deepak Bissa
Company Secretary

Ripu Sudan Shukla
Chief Financial Officer

Date: May 10, 2024
Place: Indore

Date: May 10, 2024

Place: Indore

Premium Capital Market and Investments Limited

CIN: L67120MP1992PLC007178

401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India

Statement of Profit and Loss for the year ended 31-Mar-2024

In ₹ (Lakhs)

Particulars	Note No.	Amount Year Ended 31-03- 2024	Amount Year Ended 31-03- 2023
Revenue from Operations	13		1.78
Other Income	14	20.85	0.01
TOTAL INCOME (I + II)		88.47	1.79
EXPENSES			
Cost of materials consumed		0.00	0.00
Purchases of Stock-in-Trade		75.21	0.00
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		(13.48)	0.00
Employee Benefit Expenses	15	1.00	0.85
Finance Costs		0.00	0.00
Depreciation and Amortization Expenses		0.00	0.00
Other Expenses	16	30.13	1.92
TOTAL EXPENSES		92.87	2.77
Profit before Exceptional and Extraordinary Items and Tax (III-IV)		(4.89)	(0.98)
Exceptional Items		23.60	0.00
Profit before Extraordinary Items and Tax		(27.99)	(0.98)
Extraordinary Items		0.00	0.00
Profit Before Tax		(27.99)	(0.98)
Tax Expense		0.00	0.00
Current Tax		0.00	0.00
Deferred Tax		0.00	(7.64)
Total Tax Expenses		0.00	0.00
Profit/(Loss) for the period from Continuing Operations (IX-X)		(27.99)	(0.98)
Profit/ (Loss) from Discontinuing Operations		0.00	0.00
Tax Expense of Discontinuing Operations		0.00	0.00
Profit/(Loss) from Discontinuing Operations (after tax) (XII-XIII)		0.00	0.00
Profit(Loss) for the Period (XI+XIV) (A)		(27.99)	(0.98)
Earnings per Equity Share			
-Basic		0.00	0.00
-Diluted		0.00	0.00
Other Comprehensive		0.00	0.00

Income (OCI)			
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

As per our report on even date attached
For, S N Gadiya & Co

Chartered Accountants
FRN No. 002052C

CA Satya Narayan Gadiya
Proprietor
M. No. 071229
UDIN: 24071229BKCQXY2122

Date: May 10, 2024
Place: Indore

For and on behalf of the Board of Directors,
For, Premium Capital Market and Investment
Limited

Manisha Sudip
Bhattacharya
Whole-Time Director
DIN: 09630474

Papita Nandi
Non-Executive
Director
DIN: 09613512

Deepak Bissa
Company Secretary

Ripu Sudan Shukla
Chief Financial Officer

Date: May 10, 2024

Place: Indore

Premium Capital Market and Investments Limited
CIN: L67120MP1992PLC007178
401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India

CASH FLOW STATEMENT FOR THE YEAR ENDING ON 31ST MARCH 2024

		In ₹ (Lakhs)	
		2022-24	2022-23
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit Before Interest, Tax and Extra-Ordinary Items	(4.39)	(0.98)
	ADJUSTMENTS FOR :-		
	Depreciation of Property, Plant and Equipment	0.00	0.00
	Loss on decognition of Property, Plant and Equipment	0.00	0.00
	Interest Income	0.00	0.00
	Dividend	0.00	0.00
	Loss / (Profit) on Sale of Investments	0.00	0.00
	Future & Option Trading Loss / (Profit)	0.00	0.00
	(Profit) on Sale of Property, Plant and Equipment	0.00	0.00
	Loss on Sale of Property, Plant and Equipment	0.00	0.00
	Provision for Diminutions in Current Investments	0.00	0.00
	Extra Ordinary Items	(23.60)	0.00
	Other Income	0.00	(0.01)
	Operating Profit Before Working Capital Changes	<u>(27.99)</u>	<u>(0.99)</u>
	ADJUSTMENTS FOR :-		
	(Increase)/Decrease in Trade Receivable	(0.26)	0.00
	Increase / (Decrease) in Trade Payables	(10.40)	(2.31)
	Increase/ (Decrease) in Other Current Liabilities & Provisions	66.81	(3.57)
	(Increase)/Decrease in Current Tax Assets	(13.48)	0.00
	(Increase)/Decrease in Other Current Assets	0.00	0.00
	(Increase)/Decrease in Other Non Current Assets	(9.05)	0.37
	Cash Generated from Operating Activities	<u>5.63</u>	<u>(6.51)</u>
	Income tax	0.00	0.00
	NET CASH FROM OPERATING ACTIVITIES (A)	<u>5.63</u>	<u>(6.51)</u>
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Sale of Property, Plant and Equipment	0.00	0.00
	Profit on Sale of Property, Plant and Equipment	0.00	0.00
	(Loss) on Sale of Property, Plant and Equipment	0.00	0.00
	Net Decrease / (Increase) in Investments	4.55	41.00
	Interest Income	0.00	
	Dividend Received	0.00	0.00
	Profit (Loss) from Trading in Share	0.00	0.00
	Future & Option Trading Loss / (Profit)	0.00	0.00
	Other Income	0.00	0.01
	Increase/ (Decrease) in Other Non Current Liabilities	(9.75)	(33.50)
	NET CASH USED IN INVESTING ACTIVITY (B)	<u>(5.20)</u>	<u>7.52</u>
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Finance Charged Paid	0.00	0.00
	(Increase)/Decrease in Financial Assets	0.68	0.00
	Increase/ (Decrease) in Borrowings	0.00	(2.33)
	NET CASH FROM FINANCING ACTIVITIES (C)	<u>0.68</u>	<u>(2.33)</u>
	NET INCREASE IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)	1.10	(1.32)
	Cash and Cash Equivalents as at the commencement of the Year	0.48	1.80
	Cash and Cash Equivalents as at the end of the Year	1.58	0.48
	Note : All Figures in Brackets are outflows		

As per our report on even date attached
For, S N Gadiya & Co

Chartered Accountants
FRN No. 002052C

CA Satya Narayan Gadiya
Proprietor
M. No. 071229
UDIN: 24071229BKCQXY2122

Date: May 10, 2024
Place: Indore

For and on behalf of the Board of Directors,
For, Premium Capital Market and Investments
Limited

Manisha Sudip
Bhattacharya
Whole-Time Director
DIN: 09630474

Papita Nandi
Non-Executive
Director
DIN: 09613512

Deepak Bissa
Company Secretary

Ripu Sudan Shukla
Chief Financial Officer

Date: May 10, 2024

Place: Indore

Premium Capital Market and Investments Limited
CIN: L67120MP1992PLC007178
401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India
STATEMENT OF CHANGES IN EQUITY
For the Year ended 31st March, 2024

A. Equity Share Capital

In ₹ (Lakhs)

As at 1 April 2022	655.37
Changes in Equity Share Capital (FY 2021-22)	0.00
As at 31st March 2023	655.37
Changes in Equity Share Capital (FY 2022-23)	0.00
As at 31st March 2024	655.37

B. Other Equity

As at 31st March 2023

In ₹ (Lakhs)

	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves	Retained Earnings	
Balance as at (01.04.2022)	0.00	0.00	0.00	(668.45)	(668.45)
Total Comprehensive Income for the year	0.00	0.00	0.00	0.00	0.00
Dividends	0.00	0.00	0.00	0.00	0.00
Transfer to retained earnings	0.00	0.00	0.00	0.00	0.00
Any other change :-	0.00	0.00	0.00	0.00	0.00
(a) Net Profit / (Loss) for the current Year	0.00	0.00	0.00	(0.98)	(0.98)
Balance as at (31.03.2023)	0.00	0.00	0.00	(669.42)	(669.42)

As at 31st March 2024

In ₹ (Rupees)

	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves	Retained Earnings	
Balance as at (01.04.2023)	0.00	0.00	0.00	(669.42)	(668.45)
Total Comprehensive Income for the year	0.00	0.00	0.00	0.00	0.00
Dividends	0.00	0.00	0.00	0.00	0.00
Transfer to retained earnings	0.00	0.00	0.00	0.00	0.00
Any other change :-	0.00	0.00	0.00	0.00	0.00
(a) Net Profit / (Loss) for the current Year	0.00	0.00	0.00	(0.98)	(0.98)
Balance as at (31.03.2024)	0.00	0.00	0.00	(669.42)	(669.42)

As per our report on even date attached
For, S N Gadiya & Co

For and on behalf of the Board of Directors,
For, Premium Capital Market and Investments
Limited

Chartered Accountants
FRN No. 002052C

CA Satya Narayan Gadiya
Proprietor
M. No. 071229
UDIN: 24071229BKCQXY2122

Date: May 10, 2024
Place: Indore

Manisha Sudip
Bhattacharya
Whole-Time Director
DIN: 09630474

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Company Secretary

Date: May 10, 2024

Papita Nandi
Non-Executive
Director
DIN: 09613512

Ripu Sudan Shukla
Chief Financial Officer

Place: Indore

Premium Capital Market and Investment Limited
CIN: L67120MP1992PLC007178
401- Starlit Tower, 29 - Y.N. Road, Indore - 452003, Madhya Pradesh, India

Notes to and forming part of Balance Sheet as at 31-Mar-2024

Note 2 : Property, Plant & Equipment and Intangible Assets

In ₹ (Lakhs)

Particulars	Gross Block						Depreciation and Amortization						Net Block	
	Open ing Balanc e	Additio ns	Deductio ns/ Retireme nt	Acquired through Business Combinat ion	Oth er Adj.	Closi ng Balanc e	Open ing Balanc e	Depreciat ion charge	Revaluati on Adjustme nts	On Disposals /Reversals	Impairm ent Loss	Closi ng Balanc e	Open ing Balanc e	Closi ng Balanc e
Property, Plant and Equipment														
Freehold Furniture and Fixtures	0.23	0.00	0.00	0.00	0.00	0.23	0.23	0.00	0.00	0.00	0.00	0.23	0.00	0.00
Freehold Office Equipment	0.75	0.00	0.00	0.00	0.00	0.75	0.71	0.00	0.00	0.00	0.00	0.71	0.04	0.04

Total	0.98	0.00	0.00	0.00	0.00	0.98	0.94	0.00	0.00	0.00	0.00	0.94	0.04	0.04
Grand Total	0.98	0.00	0.00	0.00	0.00	0.98	0.94	0.00	0.00	0.00	0.00	0.94	0.04	0.04
Previous Year	0.98	0.00	0.00	0.00	0.00	0.98	0.94	0.00	0.00	0.00	0.00	0.94	0.04	0.04

Note 3. Non Current Investments

In ₹ (Lakhs)

	Particulars	as at 31-Mar-2024	as at 31-Mar-2023
A	Investments (Unquoted)		
	(a) Investment in Equity instruments	-	4.55
	Total	-	4.55
	Less : Provision for dimunition in the value of Investments	-	-
	Total	-	4.55

A. Details of Investments												
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV / Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (₹)		Whether stated at Cost Yes / No	If Answer to Column (12) is 'No' - Basis of Valuation
			as at 31-Mar-2024	as at 31-Mar-2023			as at 31-Mar-2024	as at 31-Mar-2023	as at 31-Mar-2024	as at 31-Mar-2023		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	Investment in Equity Instruments											
1	Alcama Housing & development Pvt. Ltd.	Other	0	0.46	Unquoted	Fully Paid	0.00%	19.36%	0	4.55	Yes	NA
	Total			0.46					-	4.55		

Premium Capital Market & Invesments Ltd

CIN : L67120MP1992PLC007178

Notes to and forming part of Balance Sheet as at 31-Mar-2024

Note 4. Financial Assets (Others)

In ₹ (Lakhs)

Particulars	as at 31-March-2024	as at 31-March-2023
Security Deposits		
Secured, considered good	0.00	0.00
Unsecured		
Loans and advances to related parties	0.00	0.00
Other loans and advances		
Unsecured, considered good	0.00	0.68
Considered Doubtful	0.00	0.00
Less:Provision for doubtful other loans and advances	0.00	0.00
Total	0.00	0.68

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

Note 5. Other Non-Current Assets

In ₹ (Lakhs)

Particulars	as at 31-March-2024	as at 31-March-2023
(a) Others		
Unsecured, considered good	9.54	0.49
Considered Doubtful	0.00	0.00
Less:Provision for other doubtful debts	0.00	0.00
Total	9.54	0.49
G. Total	9.54	0.49

Note 6. Cash and Cash Equivalents

In ₹ (Lakhs)

Particulars	as at 31-March-2024	as at 31-March-2023
Balances with Banks -		
Punjab National Bank	1.20	0.17
Cash on hand -	0.39	0.31
Total Cash and Cash Equivalents	1.58	0.48

Note 7A. Equity Share Capital

1.1 Authorized, Issued, Subscribed and Paid up share capital

In ₹ (Lakhs)

Particulars	as at 31-March-2024		as at 31-March-2023	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share Capital				
Equity Shares of ₹ 10.00 each	100.00	1000.00	100.00	1000.00
Total	100.00	1000.00	100.00	1000.00
Issued Share Capital				
Equity Shares of ₹ 10.00 each	65.54	655.38	65.54	655.38
Total	65.54	655.38	65.54	655.38
Subscribed and fully paid				
Equity Shares of ₹ 10.00 each	65.54	655.38	65.54	655.38

Less:- Calls in Arrears	0.00	0.01	0.00	0.01
Total	65.54	655.37	65.54	655.37
Total	65.54	655.37	65.54	655.37

1.2 Reconciliation of share capital

Particulars	as at 31-March-2024		as at 31-March-2023	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares (Face Value ₹ 10.00)				
Shares outstanding at the beginning of the year	65.54	655.37	65.54	655.37
Shares Issued during the year	0.00	0.00	0.00	0.00
Shares bought back during the year	0.00	0.00	0.00	0.00
Shares outstanding at the end of the year	65.54	655.37	65.54	655.37

1.3 Shareholders holding more than 5% of Share

Particulars	as at 31-March-2024		as at 31-March-2023	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Sudip Amar Bhattacharya	13.33	20.34%	0.00	0.00%
Suman Nandi	14.00	21.36%	0.00	0.00%
Dr. Mrs. Sushma Bandi	0.00	0.00%	12.85	19.61%
Mr. Gaurav Bandi	0.00	0.00%	8.43	12.86%
Mr. Sudarshan Kumar Bandi	0.00	0.00%	4.43	6.76%
Total	25.71	39.23	25.71	39.23

1.4 Promotor's Share holding

Promotor's Name	as at 31-March-2024			as at 31-March-2023		
	No. of Shares	% of Holding	% of change in Holding	No. of Shares	% of Holding	% of change in Holding
Dr. Mrs. Sushma Bandi	0.00	0.00	-19.61%	12.85	19.61	0%
Mr. Sudarshan Kumar Bandi	0.00	0.00	6.76%	4.43	6.76	0%
Total	0.00	0.00	-26.37%	17.28	26.37	0%

Note 7B. Other Equity

In ₹ (Lakhs)

Particulars	as at 31-March-2024		as at 31-March-2023	
1. Share Application Money pending allotment				
Opening balance	0.00		0.00	
Closing balance	0.00	0	0.00	0
2. Capital Reserve				
Opening balance	0.00		0.00	
Closing balance	0.00	0	0.00	0
3. Securities Premium Reserve				
Opening balance	0.00		0.00	
Closing balance	0.00	0	0.00	0
4. Other Reserve				
Opening balance	0.00		0.00	
Closing balance	0.00	0.00	0.00	0.00
5. Retained Earnings				
Opening Balance	(669.42)		(668.45)	
(+) Net profit/(Net loss) for the Current Year	(27.99)		(0.98)	
(+) Transfer from reserves	0.00		0.00	0.00
(-) Transfer to reserves	0.00		0.00	0.00

Closing balance (B)	(697.42)	(697.42)	(669.42)	(669.42)
Total (A+B)	(697.42)	(697.42)	(669.42)	(669.42)

Notes to and forming part of Balance Sheet as at 31-Mar-2024

Note 08. Other Non-Current Liabilities

In ₹ (Lakhs)

Particulars	as at 31-March-2024	as at 31-March-2023
Other Payables (for services)	0.00	9.75
Total	0.00	9.75

Note 09. Short Term Borrowings

In ₹ (Lakhs)

Particulars	as at 31-March-2024	as at 31-March-2023
Unsecured		
Loans and advances from Otherthan related parties	0.00	0.00
Loans and advances from related parties	0.00	0.00
Total	0.00	0.00

Note 10. Trade Payables

In ₹ (Lakhs)

Particulars	as at 31-March-2024	as at 31-March-2023
(a) Total Outstanding dues to MSME	0.00	0.00
(b) Total Outstanding dues of Creditors other than MSME	6.92	17.33
Total	6.92	17.33

Note 11. Other Current Liabilities

In ₹ (Lakhs)

Particulars	as at 31-March-2024	as at 31-March-2023
Other Payables (for services)	67.09	0.00
Total	67.09	0.00

Note 12. Provisions

In ₹ (Lakhs)

Particulars	as at 31-March-2024	as at 31-March-2023
Provision for Employee Benefits		
Salary and Reimbursements	0.32	0.60
Provision for Audit Fees	0.25	0.25
Provision for Taxation	0.00	0.00
Total	0.57	0.85

Notes to and forming part of Statement of Profit and Loss for the year ended 31-Mar-2024

Note 13 . Revenue from Operations

In ₹ (Lakhs)

Particulars	31-Mar-2024	31-Mar-2023
Sales of Services	0.23	1.78
Sales of Shares	67.39	0.00
Total	67.62	1.78

Note 14 . Other income

In ₹ (Lakhs)

Particulars	31-Mar-2024	31-Mar-2023
Interest on IT Refund	0.00	0.01

Profit on sale of Investments	20.85	0.00
Total	20.85	0.01

Note 15 . Employee Benefit Expenses

In ₹ (Lakhs)

Particulars	31-Mar-2024	31-Mar-2023
Salaries and Wages	1.00	0.85
Total	1.00	0.85

Note 16. Other Expenses

In ₹ (Lakhs)

Particulars	31-Mar-2024	31-Mar-2023
<u>Audit Fees</u>		
Payment to Auditors as Auditor	0.25	0.25
Total (A)	0.25	0.25
<u>Other Expenses</u>		
Bank Charges	0.04	0.01
Advertisement Expenses	0.09	0.00
Rent	0.12	0.12
E voting Charges	0.81	0.00
Legal & Professional	18.15	0.67
Listing Fees	3.84	0.00
Late & Penalty Charges	4.71	0.00
Meeting Expenses	0.00	0.20
Dmat Charges	0.01	0.00
Interest on TDS & Income Tax	0.01	0.03
Interest Exp.	0.04	0.00
Stationary & Printing	0.01	0.19
Share Tarding Charges	0.19	0.00
Share Transfer Fees	0.70	0.00
Electricity Exp.	0.03	0.03
Custody/Issuer Fees	1.16	0.43
Total (B)	29.88	1.67
Total (A+B)	30.13	1.92

Note :- 17 Ageing Schedule for Trade Receivables and Trade Payables :-

(a) Ageing Schedule for Trade Receivables as at 31 March 2024 is as follows :-

Amount In ₹ (Lakhs)

Particulars	Outstanding for following periods from due date of Payment					Total
	Less than 6 Months	6M to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) Undisputed Trade Receivables - Consider Good	0.26	0.00	0.00	0.00	0.00	0.26
ii) Undisputed Trade Receivables - Consider Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
iii) Disputed Trade Receivables - Consider Good	0.00	0.00	0.00	0.00	0.00	0.00

iv) Disputed Trade Receivables - Consider Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.26	0.00	0.00	0.00	0.00	0.26

Ageing Schedule for Trade Receivables as at 31 March 2023 is as follows :-

Amount In ₹ (Lakhs)

Particulars	Outstanding for following periods from due date of Payment					Total
	Less than 6 Months	6M to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) Undisputed Trade Receivables - Consider Good	0.00	0.00	0.00	0.00	0.00	0.00
ii) Undisputed Trade Receivables - Consider Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
iii) Disputed Trade Receivables - Consider Good	0.00	0.00	0.00	0.00	0.00	0.00
iv) Disputed Trade Receivables - Consider Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00	0.00	0.00

(b) Ageing Schedule for Trade Payables as at 31 March 2024 is as follows :-

Amount In ₹ (Lakhs)

Particulars	Outstanding for following periods from due date of Payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	0.00	0.00	0.00	0.00	0.00
ii) Others	6.92	0.00	0.00	0.00	6.92
iii) Disputed due-MSME	0.00	0.00	0.00	0.00	0.00
iv) Disputed due- Others	0.00	0.00	0.00	0.00	0.00
Total	6.92	0.00	0.00	0.00	6.92

Ageing Schedule for Trade Payables as at 31 March 2023 is as follows :-

(Amt. in Lakhs.)

Particulars	Outstanding for following periods from due date of Payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	0.00	0.00	0.00	0.00	0.00
ii) Others	0.40	0.00	0.00	16.92	17.33
iii) Disputed due-MSME	0.00	0.00	0.00	0.00	0.00
iv) Disputed due- Others	0.00	0.00	0.00	0.00	0.00
Total	0.40	0.00	0.00	16.92	17.33

Note 18. Ratios

Ratios	Unit	Basis (Restated Numbers)	Explanation	31-Mar-24	31-Mar-23	Variance	Reason
(1) Current Ratio	Times	Current Assets/ Current Liabilities	Current ratio has been computed as current assets divided by current liabilities.	0.20	0.03	566.67%	During the year Current Assets & Current Liabilities is reduce in comparison to last year.
(2) Debt - Equity Ratio	Times	Debts/ Shareholder's equity	Debt - equity ratio has been computed as total debt divided by shareholder's equity. Total debt is defined as current and non current borrowings and lease liabilities. Shareholder's equity includes equity share capital and other equity.	0.00	0.00	0.00%	NA
(3) Debt Service Coverage Ratio	Times	Earning of debts service/ Debts Service	Debt service coverage ratio has been computed as earning for debt service divided by debt service. Earning for debt service represents net profit after tax after adjusting certain non cash items and interest expense. Debt service includes interest expense.	0.00	0.00	0.00%	NA

(4) Return on Equity Ratio (ROE)	Percentage	Profit after tax/ Shareholder's equity	ROE has been computed as net profits after tax divided by average shareholder's equity	- 67.00%	- 7.00%	857.14%	During the year Loss is increase in comparison to last year..
(5) Inventory turnover ratio	Times	Cost of Goods Sold /Average Inventory	Inventory turnover ratio has been computed as Cost of Goods Sold divided by average Inventory	5.58	0.00	100%	During the Year Inventory is held in comparison to last year
(6) Trade Receivables turnover ratio	Times	Net Credit Sales /Average Trade Receivables	Trade Receivables turnover ratio has been computed as net Sales divided by average trade Receivables. Net Sales represents all the Sales for goods and services	262.49	0.00	100.00%	During the Year Debtors is increase in comparison to last year.
(7) Trade Payables turnover ratio	Times	Net Credit Purchase /Average Trade Payables	Trade payables turnover ratio has been computed as net purchases divided by average trade payables. Net purchases represents all the purchases for goods and services except employee costs, finance costs, depreciation and noncash expense.	8.69	0.10	8590.00%	During the Year Creditors is decrease but purchase is increase in comparison to last year.
(8) Net Capital turnover ratio	Times	Revenue from Operation/ Working Capital	Net capital turnover ratio has been computed as revenue from operation divided by working capital. Working capital is	-1.14	-0.10	1040.00%	During the year Working capital is Decrease in comparison to last year.

			calculated as current assets Net capital turnover ratio has been computed as revenue from operation divided by working capital. Working capital is calculated as current assets				
(9) Net profit ratio	Percentage	Net profit/ Revenue from Operation	Net profit ratio has been computed as net profit divided by revenue from operation.	-0.41	-0.55	-25.45%	During the year Loss is Incurred in comparison to last year.
(10) Return on Capital Employed Ratio (ROCE)	Percentage	Earnings before Interest and Tax/ Capital Employed	ROCE has been computed as earnings before interest and taxes divided by capital employed where capital employed represents net worth, total debt, lease liability and deferred tax se liability and deferred tax liability.	-0.67	-0.07	857.14%	During the year Loss is Incurred in comparison to last year.
(11) Return on investment Ratio	Percentage	Finance Income/ Investments	Return on investment has been computed as Finance Income divided by Investments. Finance income represents Interest income from bank deposits, Net gain on sale of current investments and Marked to market gain on current investments.	0.00	0.00	0.00%	NA

			Investments includes Investments in mutual funds, Bank deposits, Cash and cash equivalents and Bank balances.			
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