



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

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**Board of Directors'** : Shri S.K.Bandi Chairman  
Shri Shivdatt Bohra Director  
Shri Vinay F. Kothari Director  
Dr. Sushma Bandi Director

**Auditors** : Airen & Saluja  
Chartered Accountants  
310, Shagun Arcade,  
Above U Turn Show Room,  
Vijay Nagar Square, A B Road  
Indore (M.P.)

**Secretarial Auditor** CS. Priyanka Jain  
Practicing Company Secretary  
125, Sunrise Tower,  
579, M.G. Road, Indore (M.P)  
Tel : 0731-4044427

**Registered Office** : 401, Starlit Tower, 4<sup>th</sup> Floor  
29, Y.N. Road,  
Indore (M.P.) - 452003  
Tel : 2536127, 2433348  
Fax : (0731) 4066309

**Registrar & Share  
Transfer Agent:-** : Ankit Consultancy Pvt. Ltd.  
60, Electronic Complex,  
Pardeshipura,  
Indore (M.P.) 452010  
Tel.:0731-2551745,2551746  
Fax:0731-4065798



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## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

### NOTICE

NOTICE is hereby given that 24th Annual General Meeting of the Premium Capital Market and Investments Limited will be held at 401 Starlit Tower, 4th Floor, 29 Y. N. Road, Indore (M.P.) - 452003, on Friday, 30th Day of September, 2016 at 10.00 A.M. to transact the following business:

#### I. ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2016 including Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a director in place of Mrs Sushma Bandi (holding DIN 01038072), who retires by rotation and being eligible offers himself for re-appointment.

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, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs Sushma Bandi (holding DIN 01038072), who retires by rotation from the Board of Directors and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and whose office shall be liable to retire by rotation

- 3) Ratification of Appointment of Statutory Auditors :

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 139 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time the appointment of M/s. Airen & Saluja, Chartered Accountants (Firm Registration No. 101249W), as Auditor of the company approved by the shareholders at the 22nd Annual General Meeting, for the term of three years. i.e. till the conclusion of 25th Annual General Meeting, which was subject to ratification at every AGM be and is hereby ratified the appointment to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 25th (twenty fifth) AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### Special Business :

There is no Special Business for the 24th Annual General Meeting.

By Orders of the Board  
For Premium Capital Market and Investments Ltd.

Place : Indore  
Date : 27<sup>th</sup> August 2016  
Premium Capital Market and Investments Ltd.  
401, Starlit Tower, 4<sup>th</sup> Floor  
29, Y.N. Road, Indore (M.P.) - 452003  
CIN- L67120MP1992PLC007178

S.K.Bandi  
Director/Chairman  
DIN: 00789385



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### **NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THIS ANNUAL GENERAL MEETING.
2. Register of Member and Share Transfer Book of the Company will remain closed from 25-09-16 to 30-09-16 (both day inclusive)
3. a) Members are requested to notify immediately any change of address;
  - (i) to their Depository Participants (DPs) in respect of their electronics share account ;and
  - (ii) to the Company's Share Transfer Agents in respect of their physical share folios, if any.
4. Non-resident Indian Shareholders are requested to inform Share Transfer Agent immediately:
  - a) the change in the residential status on return to India for permanent settlement .
  - b) the particulars of NRE Account with a Bank in India .if not furnished earlier.
5. All documents referred to in accompanying notice are open for inspection at the Registered office of the Company on all working days, except Saturday between 11.00A.M.to 1.00P.M.
6. In all correspondence with the company members are requested to quote their folio number and in case shares are held in electronic form, they should quote Client ID and DP ID Number.
7. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folio together with the share certificate for consolidating their holding in one folio. The share certificate will be returned to the members after making requisite changes thereon.
8. Members desires of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so the information required may be available at the Meeting.
9. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members /investors having their depository account .The ISIN No. for the Equity Share of the Company is INE 555D01019 In case of any query/difficulty in any matter relating there to may be addressed to the Share Transfer Agent Ankit Consultancy Pvt. Ltd, 60, Electronic Complex Pardesipura, Indore (M.P.)
10. As per the provisions of the Companies Act, 2013 facility for making nominations is available to INDIVIDUALS holding shares in the Company. Therefore the shareholders holding share certificate in physical form and willing to avail this facility may make nomination Form-SH13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
11. Pursuant to the requirements on Corporate Governance under clause 49 of the listing agreement entered into stock exchange And as per SEBI (LODR) Regulation 2015 the information about directors proposed to be appointed or re-appointment is attached hereto.



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12. Members who hold shares in dematerialized form are requested to inform their Client ID and DP ID number for easier identification for attendance at the meeting.
13. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail benefit of dematerialization.
14. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose email addresses are registered with the company or the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. To support the "Green Initiative", the members who have not registered their email addresses are requested to register the same with Registrar of the Company/Depositories.

### [STATEMENT REGARDING THE DIRECTORS PROPOSED FOR APPOINTMENT /RE-APPOINTMENT

NAME AND DESIGNATION OF APPOINTEE	AGE / YEARS	QUALIFICATIONS	EXPERTISATION / EXPERIENCE	DATE OF RE-APPOINTMENT / APPOINTMENT	OTHER DIRECTORSHIP HELD
Mrs. Sushma Bandi	68	MBBS	Management & Administration	30.09.2015	Two

### Shareholder Instructions for E-Voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 44 of the SEBI (LODR), Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2016 (9:00 am) and ends on 29th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.



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- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "pcmil.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Premium Capital Market & Investments Ltd.".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cspriya25@gmail.com](mailto:cspriya25@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- |  |   |
|--|---|
| (i) Initial password is provided as below/at the bottom of the Attendance Slip for the | AGM                                       |
| EVEN (Remote e-voting Event Number)  | USER ID                      PASSWORD/PIN |
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may



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be used for sending future communication(s).

- IX. 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 of 23rd September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
- XII. 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 ballot paper.
- XIII. Priyanka Jain Practicing Company Secretary (Membership No. 35712) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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 Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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, Mumbai.

By Orders of the Board  
For Premium Capital Market and Investments Ltd.

Place : Indore  
Date : 27<sup>th</sup> August 2016  
Premium Capital Market and Investments Ltd.  
401,Starlit Tower, 4th Floor  
29, Y.N. Road, Indore(M.P.)-452003  
CIN- L67120MP1992PLC007178

S.K.Bandi  
Director/Chairman  
DIN: 00789385



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## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

### DIRECTORS' REPORT

To,  
The Members,  
Premium Capital Market and Investments Limited

The Director's take pleasure in presenting the 24<sup>th</sup> Annual report on the business and operations of the Company and its financial results for the year ended on 31st March, 2016.

#### FINANCIAL RESULT :

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

	(Rs. in Lakhs)	
	2015-16	2014-15
Total Income from operations	08.76	06.82
Profit (Loss) before tax and depreciation	(23.58)	(00.03)
Less : Depreciation	00.00	0.00
Profit (Loss) before Tax	(23.58)	(00.03)
Previous year's adjustment	0.00	0.00
Provision for Tax	0.00	0.00
	(23.58)	(00.03)
Add : Balance brought forward from previous year	(607.01)	(606.39)
Add:- Depreciation/Amortization effect given for previous years	(00.00)	(00.59)
Losses carried to Balance Sheet	(630.59)	(607.01)
Earning Per Share	(00.00)	(00.00)

#### DIVIDEND:

Looking into the business losses suffered by the Company, it is not possible for the management to recommend any dividend for the year under review.

#### REVIEW ON OPERATIONS:

During the Financial Year 2015-16, the Company has incurred loss of Rs.23.58 Lacs, the loss in current year was due to making provision of Rs.23.51 lacs for doubtful debts otherwise there is loss of Rs.0.07 lacs in comparison to loss of Rs.0.03 in FY 2014-15. The company's funds blocked with sundry debtors and advances made by the company, for which necessary legal proceedings were already initiated by the Company which are under various stages, therefore necessary provisions were created. Though, in absence of the liquidity of funds the Company could generate better comparatively results during the year under review.

#### RISK MANAGEMENT POLICY AND ITS INTERNAL ADEQUACY:

The Company has reasonable system of internal control comprising authority levels and the powers, supervision, checks, policies, and the procedures. The Audit Committee consists of Shri Shivdatt Bohra (Chairman of the Audit Committee), Shri Vinay F. Kothari (Director) & Mrs Sushma Bandi (Director).

The Company has hired the services of a professional firm of chartered accountants, to function as independent internal auditors and to assist the management in effective discharge of its responsibilities by furnishing it with findings, observations and pertinent comments, checking adequacy of internal controls, adherence to





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regulatory compliance and company's policies and procedures, analysis and recommendations concerning the activities covered for audit and conducting a review of it during the year. Findings of internal audit reports and effectiveness of internal control measures is reviewed by top management and audit committee of the Board.

The said Committee reviews the adequacy of internal control system and the Compliance thereof. Further the annual financial statement of the company are reviewed and approved by the committee and placed before the Board for the consideration. The committee also reviewed the internal control system during the year.

### **SHARE CAPITAL & LISTING:**

The Equity Share of the Company can also be kept in Electronic form; your Company has obtained connectivity from the Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd (NSDL) to provide facilities to all members and investors to hold the Company's shares in Dematerialized form.

Company's Equity Shares are listed with the Stock Exchange, Mumbai, M.P. & Ahmedabad. In view of the SEBI (Delisting of Securities) Guidelines, 2003 application has been made with the M.P. and Ahmedabad Stock Exchange for delisting which is under consideration. Therefore, Company Shares will be listed only with the BSE, where the Equity shares of the Company being traded generally. Your company had not paid the annual listing fees of BSE for the year 2015-16 due to lack of working capital.

### **DIRECTORS:**

The Board consists of executive & non-executive directors including independent director who have wide & varied experience in different disciplines of corporate functioning.

Mrs Sushma.Bandi (Din 01038072), Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

### **BOARD INDEPENDENCE:**

Our definition of "independence" of directors is derived from Clause 49 of Listing Agreement with Stock Exchange, SEBI (LODR) Regulation 2015 and Section 149(6) of the Companies Act, 2013. The company has received declarations from all the Independent Directors of the company confirming that they meet the criteria of Independence as prescribed under the Act, SEBI (LODR) Regulation 2015 and Clause 49 of Listing Agreement with Stock Exchange.

### **NUMBER OF MEETINGS OF THE BOARD:**

The details of the number of meetings of the Board held during the financial year 2015-16 forms part of the Corporate Governance Report.

### **PUBLIC DEPOSITS:**

The Company did not accept any public deposits during the year under review.

### **SUBSIDIARIES:**

The Company does not have any subsidiary.

### **REPORT ON CORPORATE SOCIAL RESPONSIBILITIES:**

The provisions of Section 135 of The Companies Act, 2013 is not applicable to the company hence the report on corporate social responsibilities is not required to be annexed.





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### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, are given in the notes to Financial Statements.

### **WHISTLE BLOWER POLICY:**

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

### **REMUNERATION AND NOMINATION POLICY:**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of directors, key managerial personnel and senior management of the company. This policy also lays down criteria for selection and appointment of Board members. The details of this policy are explained in the Corporate Governance Report.

### **PARTICULARS OF EMPLOYEES:**

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1),(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable since, neither any of the director is drawing any remuneration nor there is any material change in the employee salaries, and further none of the employee of the Company is drawing remuneration exceeding the limits prescribed therein and There was only 1 employee in the Company.

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

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

### **DIRECTORS RESPONSIBILITY STATEMENT:**

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

- In the preparation of accounts, the applicable accounting standards have been followed.
- Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company as at the end of March 31, 2016 and the Statement of Profit / Loss of the company for the year ended on that date.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities.
- The annual accounts of the company have been prepared on a going concern basis.
- The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- There is a proper system to ensure compliance with the provisions of all applicable laws and those systems are adequate and operating effectively.

### **AUDITOR'S REPORT:**

The Auditors in their report have referred to the Notes forming part of the Accounts, considering the principle



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of the materiality; the notes are self-explanatory and need no comments.

### **AUDITOR:**

Pursuant to the provisions of section 139 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time the appointment of M/s. Airen & Saluja, Chartered Accountants (Firm Registration No. 101249W), as Auditor of the company approved by the shareholders at the 22nd Annual General Meeting, for the term of three years. i.e. till the conclusion of 25th Annual General Meeting, which was subject to ratification at every AGM.

As required under the provisions of section 139 of the Companies Act, 2013, the Company has obtained written confirmation from the M/s. Airen & Saluja, Chartered Accountants (Firm Registration No. 101249W) that their ratification of appointment, if made, would be in conformity with the limits specified in the said Section.

In view of the above and based on the recommendation of the Audit Committee, the Board of Directors recommends ratification of appointment of, M/s. Airen & Saluja Chartered Accountants (Firm Registration No. 101249W) as the Statutory Auditors of the Company for a period of to hold office from the conclusion of this AGM till the conclusion of 25th AGM of the Company, subject to ratification of their appointment by the Members at every AGM held after this AGM.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis Report covering the matters listed in Clause 49 of the Listing Agreement and SEBI (LODR) Regulation 2015 for the year under review is given as a separate statement in the Annual Report.

### **CORPORATE GOVERNANCE:**

Your directors reaffirm that the Company has complied with the corporate governance norms as stipulated under the provisions of the listing agreement entered into with the stock exchanges and prescribed by the Securities and Exchange Board of India (SEBI).

A Certificate from Auditor confirming compliance to the corporate governance requirements by the Company is attached to this report. A detailed report on corporate governance as stipulated in clause 49 of the listing agreement and SEBI (LODR) Regulation 2015 is included in the Annual Report.

### **EXTRACT OF ANNUAL RETURN:**

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

### **PERSONNEL:**

The Company continued to have cordial relationship with its employees during the year under review.

### **SECRETARIAL AUDIT:**

Pursuant to the provision of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 the company has appointed Ms Priyanka Jain, Practicing Company Secretary (membership No. 35712 CP No. 13522) to undertake the Secretarial audit of the company. The Secretarial Auditor Report is annexed herewith as "Annexure B".

The Secretarial Auditor in his report has made following qualifications: