

26th

Annual Report 2017-2018



Premium

**PREMIUM
CAPITAL MARKET &
INVESTMENTS LIMITED**



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PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

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

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

Secretarial Auditor : **CS Shiwali Jhanwar**
Practicing Company Secretary
Office Center 203 Center Point,
Sapna Sangeeta Road, Indore (M.P.)
Mob : 903908027

Registered Office : 401, Starlit Tower,
4th 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.: 0731-4281333,
Fax: 0731-4065798



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PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

NOTICE

NOTICE is hereby given that 26th Annual General Meeting of 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, 28th Day of September, 2018 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, 2018 including audited Balance Sheet as at March 31, 2018 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) Ratification of appointment of auditor :

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. VISHAL PALIWAL AND ASSOCIATES, Chartered Accountants (Firm Registration No. 011145C), as Auditor of the company approved by the shareholders at the 25th Annual General Meeting, for the term of five years. i.e. till the conclusion of 30th Annual General Meeting, which was subject to ratification at every AGM be and is hereby ratified that the appointment of the above firm to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 30th AGM of the Company (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."

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

II. SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary, consent of the members be and is hereby accorded to appoint Smt. Dr. Sushma Bandi (DIN:01038072), as the Women Director of the Company who has attained age above 70 years, from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting on remuneration as per Company Rules / Policies;

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

By order of the Board of Directors

Premium Capital Market and Investments Limited

Place: Indore

Date: 28.08.2018

Registered office

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

S. K. Bandi

DIN: 00789385

Director/Chairman



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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 22-09-18 to 28-09-18 (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 11.00 A.M.to 1.00 P.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 desired of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so the information required may be available at the Meeting.
9. The Company has connectivity from NSDL and CDSL, Equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members /investors having their depository account. The ISIN No. for the Equity Share of the Company is INE 555D01019. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agent Ankit Consultancy Pvt. Ltd, 60, Electronic Complex, Pardesipura, Indore (M.P)
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) Regulations, 2015 the information about directors proposed to be appointed or re-appointment are attached hereto.
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.

Further, it is to bring to the notice of all the shareholders holding shares in demat form that as per SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulation, 2018 physical shares



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will be transferable only upto 4th December 2018, AS PER SEBI circular NO. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated 20th April 2018, therefore it is advised to get the shares dematerialized to avoid inconvenience in the last hour. In compliance of above circular intimation letter is attached separately with this annual report.

14. As per KYC norms, all the shareholders holding shares in Physical form are requested to update their PAN and Bank details with the company for which kindly send the following to the share transfer agent of the company:

- 1) KYC updation form duly filed and signed (please see form separately enclosed).
- 2.) Self Attested copy of PAN Card(All the holders in case of joint holding)
- 3) Original Cancelled cheque leaf bearing name of the shareholder

OR

Copy of Bank Passbook /Statement showing name of account holder attested by bank having MICR/ IFSC etc. for bank mandate particulars (of the first holder in case of joint holding)

Please provide your email and mobile number in the KYC updation form for better communication and kindly give your consent in the form to get updates in digital form.

Please send the above mentioned details / documents along with the KYC update form attached with this annual report immediately to Registrar & Share Transfer agent (RTA) M/s Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardesipura, Indore (M.P.) 452010.

15. The Notice of the AGM along with the Annual Report 2017-18 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 DISECTORSHIP HELD |
|-----------------------------------|-------------|----------------|---------------------------|--------------------------------------|-------------------------|
| Dr. Sushma Bandi | 70 | MBBS | Management | 31/03/2015 | Two |

Shareholder Instructions for E-Voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2018, (9:00 a.m.) and ends on 27th September, 2018, (5:00 p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID



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- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

| | |
|--|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>· Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>· In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>· If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p> |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Premium Capital Market & Investment Limited on which you choose to vote.



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- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Place: Indore
Date: 28.08.2018

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

S. K. Bandi
DIN: 00789385
Director/chairman



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DIRECTORS' REPORT

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

Your directors are pleased to present the 26th Annual report together with the Audited Financial Statements for the year ended on 31st March, 2018.

FINANCIAL RESULTS:

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

| | 2017-18 | (Rs. in Lakhs) 2016-17 |
|---|----------|---------------------------|
| Total Income from operations | 11.72 | 09.53 |
| Profit (Loss) before tax and depreciation | 0.54 | 0.37 |
| Less : Depreciation | 0.00 | 0.00 |
| Profit (Loss) before Tax | 0.54 | 0.37 |
| Previous year's adjustment | 0.00 | 0.00 |
| Provision for Tax | 0.00 | 0.07 |
| | 0.54 | 0.30 |
| Add : Balance brought forward from previous year | (630.29) | (630.59) |
| Add:- Depreciation/Amortization effect given for previous years | (00.00) | (00.00) |
| Losses carried to Balance Sheet | (629.75) | (630.29) |
| Earning Per Share | (00.00) | (00.00) |

DIVIDEND:

Your Directors have considered it financially prudent in the long-term interests of the Company to reinvest the profits into the business of the Company to build a strong reserve base and grow the business of the Company. No final dividend has therefore been recommended for the year ended March 31, 2018.

REVIEW ON OPERATIONS:

During the Financial Year 2017-18, the Company has earned profit of Rs. 00.54 Lacs in comparison to last year's profit of Rs. 00.30 Lacs. The company's funds are blocked with old debtors and advances which are not recoverable and therefore necessary provisions have already been made in the books of accounts. The company is presently undertaking fees based services only. Though, in absence of the liquidity of funds the company could generate comparatively better results as compared to earlier years.

RISK MANAGEMENT POLICY AND ITS INTERNAL ADEQUACY:

The Company has reasonable system of internal control comprising authority levels and the powers, supervision, checks, policies, and the procedures. The Audit Committee consists of Shri 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 regulatory compliance and company's policies and procedures, analysis and recommendations concerning the activities



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covered for audit and conducting a review of it during the year. Findings of internal audit reports and effectiveness of internal control measures is reviewed by top management and audit committee of the Board.

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

SHARE CAPITAL & LISTING:

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

The equity share of the company is listed only on BSE. The shares of your company were previously listed on Madhya Pradesh Stock Exchange (MPSE) and AHMEDABAD STOCK EXCHANGE (ASE) however both these stock exchange are de-notified by the direction of SEBI. The trading in shares of the company are suspended from trading by Bombay Stock Exchange (BSE) due to nonpayment of penalty. The company has given representation to BSE to reverse the penalty final personal hearing is pending for the same. Listing fees for FY 2016 and 2017 is outstanding due to lack of working capital.

Further, it is to bring to the notice of all the shareholders holding shares in demat form that as per SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulation, 2018 physical shares will be transferable only upto 4th December 2018, therefore it is advised to get the shares dematerialized to avoid inconvenience in the last hour.

DIRECTORS:

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

Smt.Dr.Sushma Bandi (holding DIN 01038072), Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself 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 following Meetings of the Board of Directors were held during the Financial Year 2017-18:

| SN | Date of Meeting | Board Strength | No. of Directors Present |
|-----------|------------------------|-----------------------|---------------------------------|
| 1. | 29/05/2017 | 4 | 3 |
| 2. | 12/08/2017 | 4 | 4 |
| 3. | 14/11/2017 | 4 | 4 |
| 4. | 13/02/2018 | 4 | 3 |

PUBLIC DEPOSITS:

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



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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.

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 2 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, 2018 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.