

# 28<sup>th</sup>

Annual Report 2019-20



*Premium*

PREMIUM  
CAPITAL MARKET &  
INVESTMENTS LIMITED

**BOARD OF DIRECTORS**

Ms. Swati Singh, Whole Time Director  
Mr. Deoraj Pathak, Independent Director  
Mr. Nitin Kanodia, Independent Director

**CHIEF FINANCIAL OFFICER**

Mr. Jeevan Goyal

**COMPANY SECRETARY**

Miss Neetu Sharma

**AUDITORS**

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

**SECRETARIAL AUDITOR**

CS Nikhil Dhanotiya  
Practicing Company Secretary,  
Office: 706-A Rajani Bhawan  
Opp. High Court, Indore (M.P.)-452001

**REGISTRAR & SHARE TRANSFER AGENT**

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

**REGISTERED OFFICE**

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

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



## **NOTICE**

NOTICE is hereby given that 28th Annual General Meeting of Premium Capital Market and Investments Limited will be held on Tuesday, 22nd Day of December, 2020 at 10.00 A.M. at registered office at 401, Starlit Tower, 4th Floor, 29 Y.N. Road, Indore (M.P.) – 452003 of the company to transact the following business:

### **I. ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 including Audited Balance Sheet as at 31st March, 2020 and audited Statement of Profit & Loss Account for the year ended on 31st March, 2020 and the Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon, and in this regard pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2020 including Audited Balance Sheet as at 31st March, 2020, the Statement of Profit & Loss Account for the year ended on 31st March, 2020 and the Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted.”

2. **To appoint M/s. S.N. Gadiya & Co., Chartered Accountants, Statutory Auditors of the Company in place of CA Vishal Paliwal & Associates, to hold office from the conclusion of ensuing 28th Annual General Meeting until the conclusion of the 33th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provision of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. S.N. Gadiya & Co., Chartered Accountants, Indore with Firm Registration Number 002052C, be and are hereby appointed as the Statutory Auditors of the Company to hold Office from the conclusion of the ensuing 28th Annual General Meeting till the conclusion of the 33th Annual General Meeting, at a remuneration as may be mutually agreed upon between the Board and the aforesaid Auditors”

3. **To appoint a director in place of Miss. Swati Singh, Director, who retires by rotation and being eligible, offers herself for re-appointment as Director of the Company along with the Position of Whole time Director of the Company, whose office shall be liable to retirement by rotation.**

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

### **II. SPECIAL BUSINESS:**

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

4. **Issue need to be discuss with the members of the Company**

The issue of persons wrongly mentioned in the promoter group was again brought out before the board and it was discussed in the meeting as other agenda. The board approved that the names of 68 persons be removed from the list of promoter group. Necessary legal steps should be taken to ensure that the company is in compliance of all the provisions of law in this regard. This is to inform to everyone that Smt. Dr. Sushma Bandi and Shri Sudarshan Kumar Bandi are the only promoters of the Company who had formed the company and all the managerial decisions and control lies in the hands of two of them. Other Persons who are wrongly mentioned as promoters in the promoter group list are not in any way related to the company, its matters nor related to any directors of the Company. They have not participated in the management of the company nor advised the board of the Directors at any point of time. The names of such persons are as under:



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**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

S.No.	Particulars	S.No.	Particulars	S.No.	Particulars
1.	Prem Neema	25.	Rajesh Parekh	49.	Ramkumar Dubey
2.	MaheshChandra Asawa	26.	Deepika Salgia	50.	Shiv Narayan Suley
3.	Kanhaiyalal Bandi	27.	Sunita Khapra	51.	Archana Sharma
4.	Sujata Chhutar	28.	Kharban Maurya	52.	Subhash Chand Sen
5.	Ajay Jormal Mehta	29.	RN Chopra	53.	Gyan Chand Seth
6.	Dr. Neela Waghmare	30.	Kamal Kanth Seth	54.	Dilip Khapra
7.	Dr. Arun Waghmare	31.	Jitendra Kumar Salgia	55.	KB Jose
8.	Manak Devi Bandi	32.	Omprakash Kabra	56.	Rajendra Bihari Padliya
9.	Praveen Prem Raj	33.	Kantilalji Bandi	57.	Sharad Joshi
10.	Sonali Waghmare	34.	Keshari Malji Bandi	58.	Urmila Saroiya
11.	Suresh Kumar Jain	35.	B.V. Vavikar	59.	Sital Kumar Gandhi
12.	Geeta Devi Agarwal	36.	Dhyaneshwar Bankhele	60.	Atul Agarwal
13.	Rajmani Maurya	37.	Sashi Juneja	61.	Chand Malji Khapra
14.	Nirmala Jain	38.	Narendra Prem Raj	62.	Joseph Sebastian
15.	Hemlata Joshi	39.	Kokila Bandi	63.	Mukesh Patangia
16.	Madhu Bandi	40.	Ashok Kumar Gandhi	64.	Sanjay Mahajan
17.	Sarla Kumari Bandi	41.	Shambhu Dutta Bohara	65.	Urmila Doshi
18.	Shiv Dutta Bohara	42.	Sumer Chand Jain	66.	Mahesh Khandelwal
19.	Siddharth Bandi	43.	PushpendraBandi	67.	Manmal Khapra
20.	Santosh Kumar Bandi	44.	Arun Kumar Salgia	68.	Vinayshithajag Dawat
21.	Saurabh Bandi	45.	Ashok Ramchandani		
22.	Sushil Kumar Bandi	46.	Harish Ramchandani		
23.	Vimal Kumar Bandi	47.	Narayan Dubey		
24.	Sunil Kumar Juneja	48.	Ramila R		

**“RESOLVED THAT** pursuant to the above discussions the names of the above mentioned 68 persons be removed from the list of promoters or promoter group and necessary steps should be taken by the company before the relevant authorities and necessary forms and returns be filed for correction of the above names.”

That apart from the above persons, following blood relative of the main promoter are also included in the list of promoter group whereas these persons are not involved with the day to day affairs or the management of the company as all of them are having their own separate families and their own businesses these persons are merely included in the promoter group based on the blood relations. These Persons do not have any influence on the board of director of the company nor they advise or instruct the board. Therefore, it is proposed to remove the names of the following blood relatives from the list of promoter group .

- 1) Gaurav Bandi
- 2) Neha Bandi



- 3) Divya Bandi
- 4) Rajendra Kumar Bandi
- 5) Mahendra Kumar Bandi
- 6) Hans Kumar Bandi
- 7) Pushpa Bandi
- 8) Sonal Bandi
- 9) Sagar Bai Bandi
- 10) Shantilal Bandi

**“RESOLVED THAT** pursuant to the above discussions the names of the above 10 blood relatives be removed from the list of promoters or promoter group and necessary steps should be taken by the company before the relevant authorities and necessary forms and returns be filed for correction of the above names.”

That further to above, Mr. Suman Kumar Bandi who was part of the promoter at the time of incorporation of the Company and was associate as director of the Company in the initial years of operations only. That Mr. Suman Kumar Bandi Resigned from the directorship of the company long back (Before year 2000) due to personal family disputes with the main promoters of the Company and therefore, he is no more associate with the Company or its promoters and he has not participated in the affairs of the company and therefore also his name requires to be removed from the promoter list.

**“RESOLVED THAT** pursuant to the above discussions the name of Shri Suman Kumar Bandi be removed from the list of promoters or promoter group and necessary steps should be taken by the company before the relevant authorities and necessary forms and returns be filed for correction of the above name.”

5. That due to the carried forward losses in the last few years the net worth of the company has eroded drastically due to which Company is facing acute financial crises. That the Company has tried its level best to revive and start new business however due to lack of availability of funds Company is unable to revive its operations. That the recent COVID-19 PANDAMIC has added to the difficulties of the company due to which it is now almost impossible to continue the operations of the company wherein it is facing shortage of funds to meet day to day cash which is also detrimental to the interest of the company and of all the other stakeholders. That the recent changes in the regulatory environment is also making it difficult for the company to survive therefore it is proposed that the Company apply for summary winding up under section 361 of the Companies Act, 2013 read with companies (Winding up) Rules, 2020.

**“RESOLVED THAT** pursuant to section 361 of the Companies Act, 2013 read with companies (Winding up) Rules, 2020 the company be wound up under the summary winding up provisions and necessary steps be taken for the same .

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

**Place:** Indore  
**Date:** 27.11.2020

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

**Nitin Kanodia**  
**DIN: 08374026**  
**Director**



**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend vote instead of him and the proxy need not be a member. Proxies, in order to be effective, must be received at the registered office of the company not less than 48 hours before this annual general meeting.

Person can act as proxy on behalf of members not-exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such

Person shall not act as proxy for any other person or shareholder.

2. Register of Member and Share Transfer Book of the Company will remain closed from 16-12-2020 to 22-12- 2020 (both day inclusive).
3. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of the businesses under item no. 3 to 9 as set out above is annexed hereto.
4. Members are requested to notify immediately any change of address;
  - i. to their Depository Participants (DPs) in respect of their electronics share account ;and
  - ii. To the Company's Share Transfer Agents in respect of their physical share folios, if any.
5. Non-resident Indian Shareholders are requested to inform Share Transfer Agent immediately:
  - a) The change in the residential status on return to India for permanent settlement.
  - b) The particulars of NRE Account with a Bank in India .if not furnished earlier.
6. All documents referred to in accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturday between 11.00 A.M.to 1.00.
7. In all correspondence with the company members are requested to quote their folio number and in case shares are held in electronic form, they should quote Client ID and DP ID Number.
8. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folio together with the share certificate for consolidating their holding in one folio. The share certificate will be returned to the members after making requisite changes thereon.
9. Members desired of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 10 days before the date of the Meeting so the information required may be available at the Meeting.
10. The Company has connectivity from the NSDL and CDSL equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members /investors having their depository account. The ISIN No. for the Equity Share of the Company is INE 555D01019. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agent Ankit Consultancy Pvt. Ltd, 60, Electronic Complex, Pardesipura, Indore (M.P.).



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**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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11. As per the provisions of the Companies Act, 2013 facility for making nominations is available to INDIVIDUALS holding shares in the Company. Therefore the shareholders holding share certificate in physical form and willing to avail this facility may make nomination Form-SH13, which may be sent on request. However, in case of demat holdings; the shareholders should approach to their respective depository participants for making nominations.
12. The relevant details as required by Regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of person seeking appointment / re-appointment as Directors under item no. 4 of the notice, are also annexed.
13. Members who hold shares in dematerialized form are requested to inform their Client ID and DP ID number for easier identification for attendance at the meeting.
14. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail benefit of dematerialization.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to the Depository participant with whom they are maintaining the DEMAT account. Member holding shares in physical form can submit their copy of PAN to the Company.
16. The Notice of the 28<sup>th</sup> AGM along with the Annual Report 2019-20 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. Members shall be entitled to be furnished hard copy, within 7 working days after he has made a request in that behalf to the Company, on advance payment of a sum of ten rupees (Rs. 50/-) for each page or part of any page.
17. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for the year 2019-20 will also be available on the Company's website at [www.Premiumcapital.in](http://www.Premiumcapital.in). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours (11.00 A.M. to 1.00 P.M.) on all working days except Saturday and Sunday up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: [compliance.premium@gmail.com](mailto:compliance.premium@gmail.com).
18. Voting through electronic means In compliance with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL): The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on 19th December 2020, 10:00 am and ends on 21st December 2020 5:00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15th December 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:
  - (1) After entering these details appropriately, click on "SUBMIT" tab.
  - (2) 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.
  - (3) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (4) Click on the EVSN for the relevant on which you choose to vote.

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<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> <ul style="list-style-type: none"> <li>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).</li> </ul>



- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xv) 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](http://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](mailto: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](mailto: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.
- (xvi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Other Instructions –
- (i) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date on Tuesday, 15th December 2020.
- (ii) Mr. Gajendra Singh Shekhawat, Advocate (Reg. No. MP/850/2012) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner.
- (iii) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, will first count the



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**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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votes casted at the meeting, thereafter unblock the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make, not later than forty eight hours (48) of conclusion of meeting a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

- (iv) The results declared along with the report of the scrutinizer will be placed on the website of the Company viz. [www.premiumcapital.in](http://www.premiumcapital.in) and website of CDSL immediately after the results are declared by the Chairman or a person authorized by him and will simultaneously be communicated to the BSE Limited, the Stock Exchange on which the securities of the Company are listed.
- (v) Members please note that no gifts shall be distributed at the meeting.

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

**Place:** Indore

**Date:** 27.11.2020

**Registered office**

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

**Nitin Kanodia**

**DIN: 08374026**

**Director**