

30<sup>th</sup>

Annual Report 2021-22



*Premium*

PREMIUM  
CAPITAL MARKET &  
INVESTMENT LIMITED



**PREMIUM CAPITAL MARKET & INVESTMENT LIMITED**

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**BOARD OF DIRECTORS**

Mr. Deoraj Pathak, Independent Director  
Mr. Nitin Kanodia, Independent Director  
Mrs. Sarita Pandey, Additional director

**CHIEF FINANCIAL OFFICER**

Mr. Jeevan Goyal

**COMPANY SECRETARY**

Miss Neetu Sharma

**AUDITORS**

S N Gadiya & Co,  
Chartered Accountants,  
311, 3<sup>rd</sup> Floor Sapna Chamber,  
12/1 South Tukhoganj, Indore (M.P.)

**SECRETARIAL AUDITOR**

CS Sudhanya Sengupta  
Practicing Company Secretary,  
Office: 3/68, Vidya Sagar, Kolkata – 700047

**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, 24 33348

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



## NOTICE

NOTICE is hereby given that 30<sup>th</sup> Annual General Meeting of Premium Capital Market and Investments Limited will be held on Friday, 30<sup>th</sup> Day of September, 2022 at 10.00 A.M. at registered office at 401, Starlit Tower, 4<sup>th</sup> Floor, 29 Y.N. Road, Indore (M.P.) – 452003 of the company and through remote E-voting , 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, 2022 including Audited Balance Sheet as at 31st March, 2022 and audited Statement of Profit & Loss Account for the year ended on 31st March, 2022 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, 2022 including Audited Balance Sheet as at 31st March, 2022, the Statement of Profit & Loss Account for the year ended on 31st March, 2022 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 Re-appoint M/s. S.N. Gadiya & Co., Chartered Accountants, Statutory Auditors of the Company, to hold office until the conclusion of the 33<sup>th</sup> 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 till the conclusion of the 33<sup>th</sup> Annual General Meeting, at a remuneration as may be mutually agreed upon between the Board and the aforesaid Auditors”.

3. To Re-appoint a director Mr. Deoraj Pathak who retires by rotation and being eligible, offers himself 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** Mr. Deoraj Pathak 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 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:**

That the company has paid its income tax liability under the Vivad se Vishwas scheme for which funds were raised by sale of 350000 unquoted shares held by the company in M/s Premium Global Securities Pvt. Ltd. The said stake was sold at par i.e. @ 10/- per share which is reasonable looking into the fact that the company Premium Global Securities Pvt Ltd has closed its stock broking business

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and that there is no market or buyer for the said shares being unlisted shares. The permission to sell the unquoted shares held by the company was previously granted by the shareholders in the 27<sup>th</sup> AGM held on 20<sup>th</sup> September, 2019. The shares are now sold to the following persons out of whom 2 purchasers belong to the promoter and promoter group. The company has received full consideration for the sale.

**“RESOLVED THAT** the sale of unquoted shares held in Premium Global Securities Pvt. Ltd. to the following purchasers at par i.e. @ 10/- per share is hereby approved.

Sr. No.	Name of Purchaser	No. of shares	Amount in Rs.	Remark
1	Mr. Gaurav Bandi	185000	1850000/-	Relative of Promoter
2	Mrs. Sushma Bandi	100000	1000000/-	Promoter
3	M/s. HNJ Stock Broking Pvt. Ltd.	65000	650000/-	No Relation with Promoters

Necessary formalities done for transfer of shares in the name of the purchasers is also approved”.

5. That the company is not able to do much business due to changes in regulatory environment in financial markets and also due to lack of funds, it is proposed that the company may look out for new business opportunities other than financial services for which the main object clause of the company be changed as per the needs of the new business.

**ALTERATION IN THE MAIN OBJECT I.E. CLAUSE III(A) OF THE COMPANY'S MEMORANDUM OF ASSOCIATION:**

**“RESOLVED THAT**, pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and the rules framed there under and subject to the approval of Shareholders in Annual general meeting, the Main Object i.e. Clause III(A) Of the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause:

To carry on in India or in any part of the world the business of construction, promotion, development and colonizer of any type of residential, commercial, multistoried buildings, flats, houses, apartments, agricultural lands, cinemas, hotels, bridges, road or works of any description on any land, buying and selling the same in full or in parts and giving it away or parting away the possession of the same in full or in parts on lease, hire or licence basis or in any other manner to individual, partnership concerns, companies or to general public on such terms and conditions as may be considered necessary to construct and to act as consultants and civil contractors for any individuals, firms, companies, Government Authorities or semi Government Authorities for the construction of buildings of all description, roads, earth work, tanks, bridge, tunnels, road-sidings, dock, ports, drains, culverts, channels, sewage, power house, railway sidings or other constructional works related there to in India or abroad to deal with all kinds of immovable properties free-hold or leasehold or having any other rights interest or share attached to them whether belonging to the company or not. To act as agent for sellers and buyers for lands, buildings, flats both commercial and residential, agricultural farms and other immovable properties in India or abroad and to collect rent and income.”

**6. ALTERATION IN THE NAME OF THE COMPANY:-**

That with the change in the main object clause the name of the company will also be required to change to align with



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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**“RESOLVED THAT**, pursuant to the provisions of section 13(2) and other applicable provisions of the Companies Act, 2013 if any and the rules framed there under and subject to the approval of the Registrar of Companies, Central Registration Centre and further subject to the approval of Shareholders at the ensuing Annual General Meeting, the consent of the shareholder is hereby accorded to make an application for reservation of Name in order to change the name of Company from **“PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED”** to **“PREMIUM REAL ESTATE AND INVESTMENTS LIMITED” OR “PREMIUM REAL ESTATE DEVELOPERS LIMITED OR PREMIUM CAPITAL AND REALTY LIMITED OR PREMIUM CAPITAL DEVELOPERS LIMITED”** subject to its availability with the Central Registration Centre.

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

**Place: Indore**  
**Date: 06.09.2022**  
**Registered office**  
**401, Starlit Tower, 4th Floor**  
**29 Y.N. Road, Indore (M.P.) 452003**

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

**EXPLANATORY STATEMENT**

Explanatory statement pursuant to section 102(10) of the Companies Act 2013 in respect of:-

**ITEM NO.4**

The company has paid its income tax liability under the Vivad se Vishwas scheme for which funds were raised by sale of 350000 unquoted shares held by the company in M/s Premium Global Securities Pvt. Ltd. The said stake was sold at par i.e. @ 10/- per share which is reasonable looking into the fact that the company Premium Global Securities Pvt. Ltd has closed its stock broking business and that there is no market or buyer for the said shares being unlisted shares. The permission to sell the unquoted shares held by the company was previously granted by the shareholders in the 27<sup>th</sup> AGM held on 20<sup>th</sup> September, 2019. The shares are now sold to the following persons out of whom 2 purchasers belong to the promoter and promoter group. The company has received full consideration for the sale.

<b>Sr. No.</b>	<b>Name of Purchaser</b>	<b>No. of shares</b>	<b>Amount in Rs.</b>	<b>Remark</b>
1	Mr. Gaurav Bandi	185000	1850000/-	Relative of Promoter
2	Mrs. Sushma Bandi	100000	1000000/-	Promoter
3	M/s. HNJ Stock Broking Pvt. Ltd.	65000	650000/-	No Relation with Promoters

**ITEM NO.5**
**ALTERATION IN THE MAIN OBJECT I.E. CLAUSE III(A) OF THE COMPANY'S MEMORANDUM OF ASSOCIATION:**

That the company is not able to do much business due to changes in regulatory environment in financial markets and also due to lack of funds, it is proposed that the company may look out for new business opportunities other than financial services for which the main object clause of the company be changed as per the needs of the new business..

**ITEM NO.6**
**ALTERATION IN THE NAME OF THE COMPANY:-**

That with the change in the main object clause the name of the company will also be required to change to align with the new business..

**Notes:**

1. The deemed venue for 30<sup>th</sup> AGM shall be the Registered Office of the Company at 401, Starlit Tower, 4<sup>th</sup> Floor, 29 Y.N. Road, Indore (M.P.) – 452003.
2. 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.

3. Register of Member and Share Transfer Book of the Company will remain closed from 24-09-2022 to 30-09- 2022 (both day inclusive).
4. 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.
5. 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.
6. 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.
7. 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 10.00 A.M.to 5.00.PM
8. 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.
9. 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.
10. 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.
11. 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 INE555D01019. 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

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**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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12. 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-SH-13, which may be sent on request. However, in case of demat holdings; the shareholders should approach to their respective depository participants for making nominations.
13. . The relevant details as required by Regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of person seeking appointment / re-appointment as Directors under item nos. 3 and 4 of the notice, are also annexed.
14. 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.
15. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail benefit of dematerialization.
16. 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.
17. The Notice of the AGM along with the Annual Report 2021-22 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 arequest 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.
18. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the year 2021-22 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 (10.00 A.M. to 5.00 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).
19. Since the meeting will be conducted through E-voting facility, the route map is not annexed to this Notice.
20. 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 30th 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:

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



- (i) The voting period begins on 27<sup>th</sup> September 2022, 10:00 am and ends on 29<sup>th</sup> September 2022 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 23<sup>rd</sup> September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at</li> </ol>

	<p><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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. CDSL and NSDL**