Regd. Office: 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai - 400030

Tel.: 0731-4241914, 2499910

E-mail: premiercapservices@gmail.com



Date: 29.09.2018

To,
The Department of Corporate Services,
BSE Limited,
25, P.J. Towers,
Dalal Street,
Mumbai - 400 001

**Scrip Code - 511016** 

Subject: Submission of 35th Annual Report of the Company for the F.Y. 2017-18.

Dear Sir/Madam,

Pursuant to regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the copy of the 35th Annual Report for the F.Y. 2017-18 approved by the members of the company in the 35th AGM held on 26th September, 2018.

You are requested to kindly take the same on record.

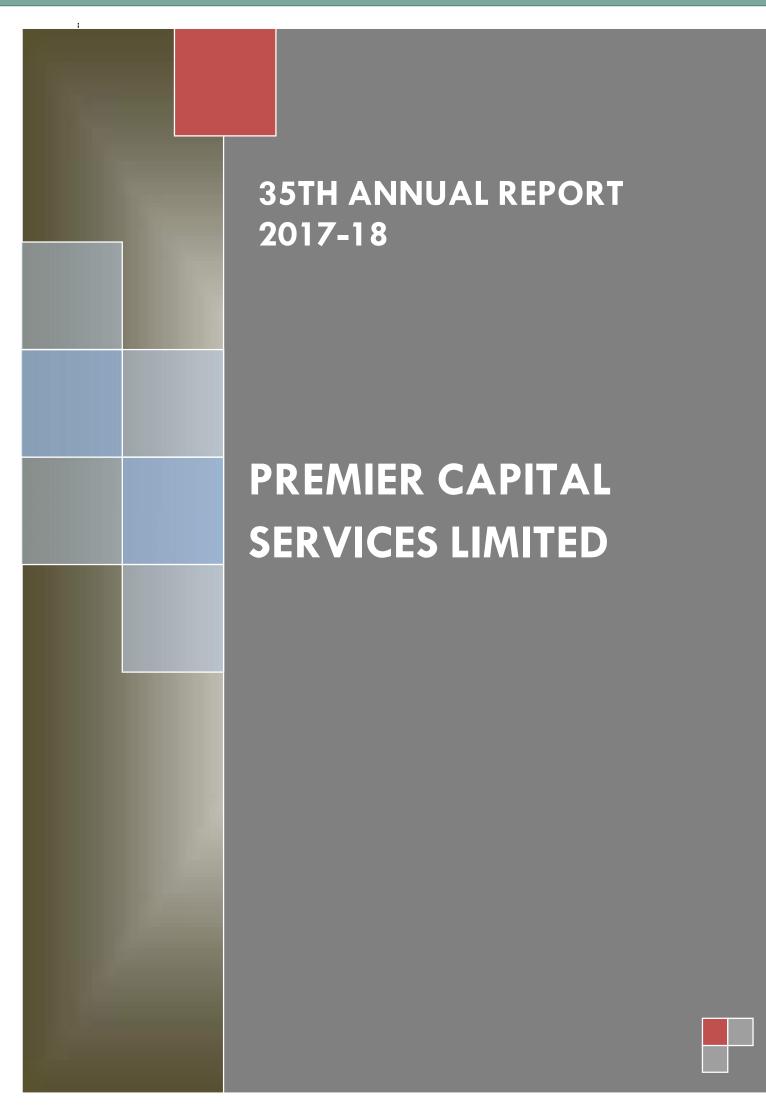
Thanking you,

Yours faithfully,

For: Premier Capital Services Limited

Compliance officer Rajendra Kumar Mungar

Encl: As above



# CORPORATE INFORMATION

# **BOARD OF DIRECTORS**

Mr. Manoj Kasliwal

Non-Executive Director

Mrs. Sharda Manoj Kasliwal

Non-Executive Director

Mr. Ashwani Kumar Bhat

Non-Executive Director (Independent)

Mrs. Rashmi Ahuja

Non-Executive Director (Independent)

Mr. Rajkumar Bhasin

Non-Executive Director (Independent)

# **REGISTERED OFFICE**

4, Bhima Vaitarna Complex,

Sir Pochkhanwala Road,

Worli, Mumbai (MH) 400 030

# **CORPORATE OFFICE**

5/5-A, Navratan Bagh,

Off. Geeta Bhawan Square,

Behind Vishesh Hospital,

Indore (M.P.) 452 001

# **CORPORATE IDENTIFICATION**

NUMBER (CIN)

L65920MH1983PLC030629

# CHIEF EXECUTIVE OFFICER

Ms. Deepti Dubey

# CHIEF FINANCIAL OFFICER

Mr. Rajendra Kumar Mungar

# **AUDITORS**

M/s. Bipin Zavar & Associates,

**Chartered Accountants** 

235/9203, Kannamwar Nagar – 2,

Vikhroli (E), Mumbai – 400 083

# REGISTRARS AND SHARE TRANSFER

# **AGENTS**

M/s. Purva Sharegistry (India)Pvt Ltd

9, Shiv Shakti Industrial Estate,

J.R. Boricha Marg,

Opp. Kasturba Hospital,

Lower Parel (E),

Mumbai, (MH) 400 011

E-mail: premiercapservices@gmail.com

Website: www.premiercap.in

Phone: 0731- 2499910

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# NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the members of Premier Capital Services Limited(CIN: L65920MH1983PLC030629) will be held on Wednesday, the 26<sup>th</sup> Day of September, 2018 at 10.00 a.m. at Unit No. 4089, 4<sup>th</sup> Floor, Bhandup Industrial Estate, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W) Mumbai, Maharashtra, 400078 to transact the following business:

## **ORDINARY BUSINESS**

- 1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Report of the Board of Directors and Auditors' thereon.
- 2. To appoint a Director in place of Mrs. Sharda Manoj Kasliwal(DIN: 00345386), who retires by rotation at this Annual General Meeting and being eligible, offers herself for reappointment.
- 3. To fix the remuneration of Statutory Auditors and in this connection to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the remuneration of M/s Bipin Zavar & Associates, Chartered Accountants, Mumbai (MH), (Registration No.121523W), the statutory auditors of the Company, who would hold office till the conclusion of the 36<sup>th</sup>Annual General Meeting of the Company to be held in the year 2019, shall be as may be agreed upon by the Board of Directors and the auditors for the remaining tenure of Auditors.

For and on behalf of the Board

Sd/-Manoj Kasliwal Director

Date : 31/08/2018 Place : Indore

REGISTERED OFFICE 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai, (MH) 400030 CIN: L65920MH1983PLC030629

#### **NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
  - A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% (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 A PROXY FOR ANY OTHER PERSON OR MEMBERS.
- 2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 3. Members are requested to bring their copy of Annual Report to the Annual General Meeting as additional copies will not be circulated at the meeting.
- 4. Members/ Proxies are requested to bring along with them Annual Reports being sent to them and should bring the attendance slip enclosed herewith, duly filled and signed mentioning therein details of their DP ID and Client ID / Folio No. in order to attend the meeting.
- 5. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 6. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No 2 of the Notice, are annexed.
- 7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. upto the date of the 35<sup>th</sup> Annual General Meeting.
- 8. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their nomination, power of attorney, change of address, change in name etc, to their depository participant (DP). These changes will be automatically reflected in the Company's record, which will help the Company to provide efficient and better service to the members. Members holding shares in physical form are requested to intimate the changes to Registrars and Share Transfer Agents of the Company.
- 9. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to register their email IDs with their Depository Participants.
- 10. Member seeking any information with regard to Annual Accounts of the Company are required to write at least 10 days in advance so as to enable the Company to keep the information ready. Replies will be provided only at the meeting.
- 11. The Share Transfer Book and Register of Members of the Company will remain closed from 19th September, 2018 to 26th September, 2018 (both days inclusive) for the purpose of Annual General Meeting of the Company.

- 12. The Share Transfer Instruments, complete in all respects, should be sent to the Registrar & Share Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd., 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kastruba Hospital, Lower Parel (E) Mumbai-400011 well in advance so as to reach the Registrars & Share Transfer Agents prior to the book closure.
- 13. Member who hold the shares of Company in physical form are advised to contact their depository participant for dematerialization of their holdings in their own interest. The ISIN No. allotted to Company is INE946K01023 for both the Depositories viz, The National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

#### 14. PROCEDURE FOR E-VOTING:

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting votes by the members using an electronic voting system from place other than venue of the AGM (remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting poll 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 Poll.

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.

Mr. Dinesh Kumar Gupta, Practicing Company Secretary (Membership No. 5396 and C.P. No. 4715) Address: 104, Sham Tower, 1st Floor, Near Hotel President, 164/2, R.N.T. Marg, Indore (M.P.) has been appointed as scrutinizer for conducting the remote e-voting process.

The results along with the consolidated Scrutinizer's Report will be announced by the Chairman of the meeting on or after the 35th Annual General Meeting to be held on Wednesday 26<sup>th</sup> September, 2018. The result of the meeting will be communicated to the Stock Exchanges and will be placed on www.evotingindia.com & Company's website www.premiercap.in

The instructions for shareholders voting electronically are as under:

- The remote E-voting period begins on 23<sup>rd</sup> September, 2018 (at 9.00 A.M.) and (i) ends on 25<sup>th</sup> September, 2018 (at 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 22<sup>nd</sup> September, 2018 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.
- The shareholders should log on to the e-voting website www.evotingindia.com. (iii)
- (iv) Click on Shareholders.
- Now Enter your User ID (v)
  - 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.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to <a href="www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form								
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)							
	• 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.							
	• 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.							
Dividend Bank Details	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.							
OR Date of Birth (DOB)	• 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 (v).							

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 remotee-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.
- (xi) For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name "PREMIER CAPITAL SERVICES LIMITED" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xviii) 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.
  - (xix) 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.
  - (xx) 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 <a href="https://www.evotingindia.com">www.evotingindia.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.
  - (xxi) 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 <a href="https://www.evotingindia.com">www.evotingindia.com</a>, under help section or write an email to <a href="https://helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.

#### 15. The Nomination Facility:

As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Share Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

- 16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrars and Share Transfer Agents.
- 17. The Ministry of Corporate Affairs has introduced "Green Initiative" whereby the documents are permitted to be served on the members through electronic mode i.e. E-mail. This initiative is a step towards protection of environment and enabling faster communication with the members. Accordingly the Company proposed to serve all documents toe-mail addresses of the members. Members are requested to provide/update their e-mail addresses with their respective Depository Participants (DP) or send an e-mail at <a href="mailto:busicomp@vsnl.com">busicomp@vsnl.com</a> to get Annual Report and other documents on such e-mail address. Members holding shares in physical form are also requested to intimate their e-mail address to Company's Registrars and Share Transfer Agents either by e-mail at <a href="mailto:busicomp@vsnl.com">busicomp@vsnl.com</a> or by sending a communication at the address mentioned at note 12 above.

Details of Directors Seeking appointment /Reappointment at the AGM Pursuance to Regulation 36(3) of SEBI (Listing Obligations &Disclosure Requirements) Regulations, 2015

Name	Mrs. Sharda Manoj Kasliwal
DIN	00345386
Date of Birth	23/04/1959
Date of Appointment	15/11/2010
Nationality	Indian
Qualifications	B. Com (Hons.)
Expertise in specific functional areas	Experience in Accounts and Broking
Relationship with other Directors of the Company	Wife of Mr. Manoj Kasliwal
Number of Shares held in the Company	61,44,880
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	None
	Pumarth Infrastructure Private Limited
	Pumarth Properties & Holdings Private Limited
	Pumarth Credit And Capital Limited
Directorships in other Companies	Pumarth Commodities Private Limited
	Pumarth Meadows Private Limited
	Pumarth Education Services Private Limited
	Nishant Finance Pvt. Ltd.

# **BOARD'S REPORT**

Dear Members,

Your Directors have pleasure in presenting their 35th Annual Report on the business and operations of your Company together with the Audited Financial Statements and the Auditor's Report for the year ended 31st March, 2018.

#### 1. FINANCIAL RESULTS

Financial results of the Company for the year under review are as follows: -

(Amount in Lacs.)

		(7 tillodille ill Edosi)
Particulars	Year Ended	Year Ended
	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017
Total Revenue	7.49	3.35
Profit/(Loss) before Finance Cost, depreciation /	(1.81)	(9.55)
amortisation expenses & Tax		
Less: Finance Cost	0.05	0.00
Profit/ (Loss) before depreciation expenses & Tax	(1.86)	(9.55)
Less: Depreciation/ amortisation expenses	0.05	0.05
Profit/ (Loss) before tax	(1.91)	(9.60)
Less: Tax expenses		-
Profit/ (Loss) for the year	(1.91)	(9.60)

# 2. OPERATIONS AND STATE OF COMPANY'S AFFAIRS

During the year under review, the Total Revenue of the Company is Rs.7.49 Lac and has incurred a net loss of Rs.1.91 Lac. Your Directors are hopeful that the Company would perform better in coming years.

During the year, there has been no change in the nature of business of the Company.

# 3. <u>MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY</u>

No material changes and commitments have been noticed between the end of financial year and the date of the report which will affect the financial position of the Company.

# 4. SHARE CAPITAL

During the year under review, there have been no changes in share capital of the Company.

# 5. **DIVIDEND**

Your Directors do not recommend any dividend for the year ended 31st March, 2018.

## 6. TRANSFER TO RESERVES

Your Directors do not proposed any amount to be transferred to the Reserves for the year ended 31st March, 2018.

#### 7. PUBLIC DEPOSIT

Your Company has not invited/accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 and Rules made there under, during the year under review.

#### 8. CORPORATE SOCIAL RESPONSIBILITY (CSR POLICY)

The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company; therefore the Company has not developed and implemented any Corporate Social Responsibility initiatives.

#### 9. DETAILS OF DIRECTORS AND KMP

a) Confirmation of appointments;

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Sharda Manoj Kasliwal (DIN: 00345386), retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for reappointment.

b) Cessation of Company Secretary;

CS Shreekant Patidar, ceased to continue as Company Secretary of the Company w.e.f. 30<sup>th</sup> October, 2017.

c) Declaration by Independent Directors;

All Non-Executive and Independent Directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These confirmations have been placed before, and noted by Board.

#### 10. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination& Remuneration Committees and Shareholders Grievance Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

# 11. NUMBER OF MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES

The details of Board and Committee meetings are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

#### 12. COMMITTEE OF THE BOARD

During the year, the Board has Three Committee, as required under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, as follows:

- a) Audit Committee
- b) Shareholders Grievance Committee
- c) Nomination and Remuneration Committee

Details of all the Committee along with their Composition, Attendance and Meeting held during the year, are provided in the "Report of Corporate Governance", a part of this Annual Report.

# 13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013 are provided in the Notes to the Financial Statements.

#### 14. DISCLOSURE OF RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the year under review were on arm's length basis and in the ordinary course of business. The Audit Committee has given prior approval for the Related Party Transactions. The policy on Related Party Transactions is approved and adopted by the Board. Details of material contracts or arrangement or transaction at arm's length basis is annexed herewith as AOC-2 in Annexure — "I".

#### 15. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, with respect to Director's Responsibility Statement, your Directors hereby confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2018 and of the profit or loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts ongoing concern basis;
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

# 16.AUDITORS

## a) Statutory Auditors;

M/s. Bipin Zavar & Associates, Chartered Accountants, Mumbai (MH) (Registration No.121523W) Statutory Auditor of the Company, were appointed as Auditors of the Company at Thirty First Annual General Meeting held on 29th September, 2014, to hold office from the conclusion of Thirty First Annual General Meeting until the conclusion of the Thirty Sixth Annual General Meeting. The Company has received an eligibility letter under section 141 of the Companies Act, 2013 and rules made there under that they are not disqualified.

#### b) Secretarial Auditors;

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed CS Prem Batra, Company Secretary in Practice, Indore (M.P.), to undertake the Secretarial Audit of the Company for the year 2018-19.

#### c) Cost Auditors;

Appointment of Cost Auditor is not required to the Company during the year under report.

#### 17. AUDITOR'S REPORT

#### a) Statutory Auditor's Report;

The Auditor's Report on the Audited Financial Statements of the Company for the year ended 31st March, 2018 do not contain any qualifications, reservations, adverse remarks or disclaimers so need not require any explanation or comment.

#### b) Secretarial Audit Report;

Pursuant to the provisions of section 204 (1) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, the Company has obtained a Secretarial Audit Report in the prescribed Form MR-3, from CS Prem Batra, Company Secretary in Practice, Indore (M.P.). The Secretarial Auditor Report is annexed herewith as Annexure - "II"

# 18. <u>DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT</u>

No frauds are reported by the auditors of the company under sub-section (12) of Section 143 of the Companies Act, 2013, for the financial year ended 31st March, 2018.

# 19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy and technology absorption pursuant to provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014: NIL

Foreign Exchange earned - Nil Foreign Exchange used - Nil

## 20.CODE OF CONDUCT

Your Company has adopted a code of conduct for its Board of Director and the Senior Management Personnel. The code requires the directors and employees of the Company to act honestly, ethically and with integrity and in a professional and respectful manner.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

# 21. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of section 177(9) &(10) of Companies Act, 2013, read with Rule 7 of Companies (Meetings and Board and its Powers) Rules, 2014and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements), 2015the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct of Ethics Policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the Chairman of Audit committee in exceptional cases.

# 22. INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate internal financial controls with reference to the financial statements. During the year, in order to further strengthen the internal financial controls, a renowned professional consultant firm was hired to conduct an assessment of the existent internal financial controls and advise on best practices for adoption.

#### 23. PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the Model Code of Conduct, as prescribed under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, as amended and has duly complied with provisions of the said code.

# 24. BUSINESS RISK MANAGEMENT

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives and the Company's internal control systems are commensurate with the nature of its business and the size and complexity.

# 25.<u>INFORMATION PURSUANT TO RULE 5(2) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES</u>, 2014

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

# 26. <u>DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE</u> (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the financial year 2017-18, no case in the nature of sexual harassment were reported at any workplace of the Company.

#### 27.SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There is no significant and material order passed by the regulators or courts or tribunal impacting the going concern status and Company's operations in future.

# 28. SUBSIDIARY/ ASSOCIATE COMPANIES AND JOINT VENTURE

Your Company does not have any Subsidiary, Joint Venture or Associate Companies.

#### 29. AUDIT COMMITTEE

The Audit Committee comprises of 4 (Four) Non-executive Independent Directors. All recommendations made by the Audit Committee were accepted by the Board during the financial year 2017-18.

# 30. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

Your Company has, on the recommendation of the Nomination & Remuneration Committee framed a Remuneration Policy which inter-alia lays down the criteria for identifying the persons who are qualified to be appointed as Directors and/or Senior Management Personnel of the Company, alongwith the criteria for determination of remuneration of Directors, KMPs and other employees and their evaluation and includes other matters provided under section 178(3) of the Companies Act, 2013. The details of this policy are explained in the Annexure 'III'.

# a) Details of Remuneration of Directors;

Your Company has not paid any remuneration to its Directors.

#### b) Details of Remuneration of Key Managerial Personnel:

SI.	Name	Designation	Remuneration	Remuneration	Increase
No.		J	paid period	paid period	Remunera-
			ended 2017-18	ended 2016-17	tion from
					previous
					year
1.	Mr. Rajendra Kumar Mungar	Chief Financial Officer	Rs. 1,00,870/- P.A.	Rs. 2,71,310/- P.A.	
2.	Ms. Deepti Dubey	Chief Executive Officer	Rs. 1,00,240/- P.A.	Rs. 3,19,660/- P.A.	
3.	Mr. Shreekant Patidar *	Company Secretary	Rs. 52,500/- P.A.	Rs. 1,50,000/- P.A.	

<sup>\*</sup>Mr. Shreekant Patidar ceased to continue as Company Secretary of the Company w.e.f. 30.10.2017.

#### 31. EXTRACT OF ANNUAL RETURN

Pursuant to the requirements under section 92(3) and section 134(3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and administration) Rules, 2014, extract of the Annual Return in prescribed Form MGT-9 is annexed herewith as Annexure – "IV"

#### 32. MANAGEMENT DISCUSSION AND ANALYSIS

As per Regulation 34 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange, your Company is required to give a note on management discussion and analysis with regard to Company's perception. A report on the same is annexed herewith as Annexure - "V."

# 33. CORPORATE GOVERNANCE

A report on Corporate Governance along with a certificate from the Auditors of the Company, regarding compliance of requirements of Corporate Governance pursuant to Regulation 27of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges is annexed hereto and forms part of this report.

Further a declaration signed by the member of the Board affirming compliance with the code of Conduct by all Board members and Senior Management Personnel is attached to this report. A report on the same is annexed herewith as Annexure - "VI"

#### 34. SUSPENSION OF TRADING

The Company had received the order of Suspension of Trading w.e.f. 4th March, 2015 vide letter dated 27th February, 2015 from BSE Ltd., in response to which the Company has taken the appropriate action for Revocation of Suspension of trading of the Company.

#### 35.ACKNOWLEDGEMENTS

Your Directors would like to express their grateful appreciation for assistance and co-operation received from Banks, Government Authorities, Investors, Stock Exchange and Members during the year under review and thank to all the shareholders for their continued support. The Board of Directors also place on record its sincere appreciation of the commitment and hard work put in by the Management and Employees of the Company.

For and on behalf of the Board

Sd/-

Manoj Kasliwal Chairman (DIN: 00345241)

Date : 31/08/2018 Place : Indore

REGISTERED OFFICE 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai, (MH) 400 030 CIN: L65920MH1983PLC030629

Annexure - "I"

#### FORM AOC-2

(Pursuant to clause (h) of sub-section 134 of the companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Details of Contracts or Arrangement or Transaction not at Arm's Length Basis as Under;

(a) Name (s) of the related party and nature of relationship:	Nil
(b) Nature of the contracts or arrangement or transaction:	Nil
(c)duration of the contracts or arrangement or transaction:	Nil
(d) Salient terms of contracts or arrangement or transaction including the value, if any:	Nil
(e)Justification for entering into such contract or arrangements or transactions:	Nil
(f) Date of approval by the Board, if any;	Nil
(g) Amount paid as advance, if any:	Nil
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

Details of Material Contracts or Arrangement or Transaction at Arm's Length Basis as Under;

a) Name of the related party and nature of relationship:	Mr. Manoj Kasliwal and Mrs. Sharda Manoj Kasliwal (Directors of the Company)
b) Nature of the contracts or arrangement or transaction:	The transactions entered are in the ordinary course of business and on arm's length basis.
	Nature of Contract - Company has paid rent to Mr. Manoj Kasliwal and Mrs. Sharda Manoj Kasliwal for using their premise as corporate office of the Company.
c) Duration of the contracts:	Transactions perpetual and ongoing in nature
d) Salient terms of contracts or arrangement or transaction including the value, if any:	Company Transaction value leasing of Property to the Company Rs.12,000/- (Rupees Twelve Thousand Only)
e) Date of approval by the Board, if any;	27 May, 2017
f) Amount paid as advance, if any:	Nil

<sup>\*</sup>The Board of Directors has taken note for the above mentioned transactions in the meeting held on 27 May, 2017.

For and on behalf of the Board

Sd/-Manoj Kasliwal Chairman (DIN: 00345241)

Date : 31/08/2018

Place : Indore

Annexure "II"

# Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To, The Members, Premier Capital Services Limited 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai (MH) 400030

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Premier Capital Services Limited (CIN: L65920MH1983PLC030629) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- i. The Companies Act, 2013(the Act) and the rules made there under;
- ii. The Companies Act, 1956 (to the extent applicable);
- iii. The Securities Contracts(Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iv. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- v. Foreign Exchange Management Act,1999and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- vi. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009 (Not applicable to the Company during the audit period);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the audit period);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the audit period);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period); and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the audit period).
- vii. As per information provided by the management, there is no law applicable specifically to the Company vis-à-vis the industry to which the Company belongs.

I have also examined compliance with the applicable clauses/Regulations of the following:

- a) Secretarial Standards with regard to Meeting of Board of Director (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a) The website of the company "www.premiercap.in" under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is under maintenance as on the date of signing of this certificate.
- b) Statement of Investor complaints under Regulation 13 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ending on 31.12.2017 has been filed beyond Twenty one days from the end of each guarter i.e. filed on 30.01.2018.
- c) Shareholding for the Period Ended December 31, 2017 has been filed beyond Twenty one days from the end of each quarter i.e. filed on 31.01.2018
- d) Financial Results For June 30, 2017 has been filed beyond Forty Five days from the end of each quarter i.e. filed on 14.09.2017.
- e) Financial Results for March 31, 2018 has been filed beyond Sixty days from the end of year i.e. filed on 06.06.2018.
- f) The company Secretary has resigned w.e.f 30.10.2017 and further no company Secretary has been appointed till the date of signing of this report.

#### I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Note: This report is to be read with our letter of even date which is annexed as "Appendix-I" and Forms an integral part of this report.

Date: 27.08.2018

sd/-

Place: Indore

**Prem Batra Practicing Company Secretary** (M No F1129 | CP No. 20425)

#### Appendix - I

(To the Secretarial Audit Report to the Members of Premier Capital Services Limited for the financial year ended 31<sup>st</sup> March, 2018)

To, The Members, Premier Capital Services Limited 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai (MH) 400030

My Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2018 of even date is to be read along with this letter.

- 1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts reflected on secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
- 3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
- 6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 27.08.2018

Place: Indore

sd/-Prem Batra Practicing Company Secretary (M. No. F1129 | CP No. 20425)

Annexure "III"

#### NOMINATION AND REMUNERATION POLICY

#### INTRODUCTION

The Policy on Nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employee has been formulated in compliance with Section 178 of the Companies Act, 2013 read along with the regulation 19 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and other employee has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee will consist of three or more nonexecutive directors, out of which at least one-half shall be independent director(s), provided that Chairperson of the Company may be appointed as a member of this Committee but shall not chair such Committee. The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements including the Listing Agreement.

#### OBJECTIVE OF THE NOMINATION AND REMUNERATION POLICY IS TO ENSURE THAT:-

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

# CRITERIA FOR DETERMINING QUALIFICATION, POSITIVE ATTRIBUTE AND INDEPENDENCE OF DIRECTOR

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

# POLICY FOR REMUNERATION TO DIRECTORS/KMPs/SENIOR MANAGEMENT PERSONNEL

The committee is responsible for reviewing and making recommendation to the Board on:

- a) The remuneration of Managing director, Whole-time director and KMPs;
- b) The Remuneration Policy for all the employees including KMPs senior management and other employees including base pay, incentives payment, equity awards, retirement right and having regards to the need to:
  - attract and motivate talent to pursue the Company's long term growth;
  - ii) demonstration a clear relationship between executive compensation and performance; and
  - be reasonable and fair, having regard to the best governances practice and legal requirements;

Nomination and Remuneration Committee shall recommend the remuneration including the commission to Directors/KMPs/Senior Management Personnel. This will be then approved by the Board and Shareholders. Prior approval of shareholders will be obtained whenever applicable.

Annexure "IV"

# FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

# I. REGISTRATION AND OTHER DETAILS:

i.	CIN:	L65920MH1983PLC030629
ii.	Registration Date:	16th August, 1983
iii.	Name of the Company:	Premier Capital Services Limited
iv.	Category/Sub-Category of the Company:	Company Limited by Shares and an Indian Non-Government Company
V.	Address of the Registered Office and contact details:	4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai, Maharashtra –400030 T: 0731 - 2499910 F:+91-731- 4241999 Email: premiercapservices@gmail.com
vi.	Whether Listed Company:	Yes (Listed with BSE Ltd.) Trading Suspended w.e.f. 4 <sup>th</sup> March, 2015.
Vii.	Name, Address and Contact details of Registrar and Transfer Agent:	Purva Sharegistry (India) Pvt. Ltd. Unit No. 9, Shiv Shakti Ind. Estt. J. R. Boricha Marg, Opp. Kasturba Hospital Lane., Lower Parel (E), Mumbai, Maharashtra – 400011 Ph: 91-22-2301 6761 / 8261, Fax: 91-22-2301 2517

#### II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated: -

SI No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
NIL	NIL	NIL	NIL

# III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SI.	Name And Address	CIN/GLN	Holding/	% of shares	Applicable
NO.	of The Company		Subsidiary	held	Section
NIL	NIL	NIL	NIL	NIL	NIL

# IV. SHARE HOLDING PATTERN: (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
<ul><li>A. Promoters</li><li>1. Indian</li></ul>									
a)Individual/HUF	14824620	Nil	14824620	40.00	14824620	Nil	14824620	40.00	Nil
b)CentralGovt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c)StateGovt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d)BodiesCorp.	Nil	Nil	Nil		Nil	Nil	Nil	Nil	Nil
e)Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f)AnyOther	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total(A)(1):-	14824620	Nil	14824620	40.00	14824620	Nil	14824620	40.00	Nil
2. Foreign									
a)NRIs-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b)Other-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c)BodiesCorp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d)Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e)AnyOther	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total(A)(2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TotalshareholdingofPromoter(A) = (A)(1)+(A)(2)	14824620	Nil	14824620	40.00	14824620	Nil	14824620	40.00	Nil
<ul><li>B. PublicShareholding</li><li>1. Institutions</li></ul>									
a)MutualFunds/Banks/Fl	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b)CentralGovt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c)StateGovt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d)VentureCapitalfunds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e)InsuranceCompanies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g)FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h)ForeignVenture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i)Others(specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total(B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institution	I			I		1	1		
a)BodiesCorp.									
i)Indian	7280662	14450	7295112	19.68	7280662	14450	7295112	19.68	Nil
ii)Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b)Individuals									
i)Individualshareholdersholdingnom inalsharecapitaluptoRs.1lakh	2093367	107800	2201167	5.94	2093367	107800	2201167	5.94	Nil
ii)Individualshareholdersholdingnom inalsharecapitalinexcessofRs.1 Lakh	10930816	-	10930816	29.49	10930816	-	10930816	29.49	Nil
c)Others (Specify)									
Hindu Undivided Family	1800000	Nil	1800000	4.86	1800000	Nil	1800000	4.86	Nil
NRI's	10	Nil	10	0.00	10		10		Nil

Clearing Members	9195	Nil	9195	.02	9195	Nil	9195	.02	Nil
Sub-total(B)(2):-	22114050	122250	22236300	60.00	22114050	122250	22236300	60.00	Nil
Total Public Shareholding $(B) = (B)(1) + (B)(2)$	22114050	122250	22236300	60.00	22114050	122250	22236300	60.00	Nil
C. Shares held by Custodian for	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
GDRs & ADRs									
Grand Total(A+B+C)	36938670	122250	37060920	100	36938670	122250	37060920	100	Nil

(ii) Shareholding of Promoters:

S	SI.No.	Shareholder's Name	Shareholdin	Shareholding at the beginning of the year			Shareholding at the end of the year		
			No. of Shares		% of Shares Pledged/enc umbered to total shares	No. of Shares	% of total Shares of the Company		shareholding during the year
	1	MANOJ KASLIWAL	6144890	16.58	NIL	6144890	16.58	NIL	NIL
	2	SHARDA KASLIWAL	6144880	16.58	NIL	6144880	16.58	NIL	NIL
	3	DALIP KUMAR	2534850	6.84	NIL	2534850	6.84	NIL	NIL
		Total	14824620	40.00	NIL	14824620	40.00	NIL	NIL

# (iii) Change in Promoters' Shareholding (please specify, if there is no change):

SI. No.	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons		nolding at the ng of the year		Shareholding the year
	for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc):	No. of shares	% of total shares of the	No. of shares	% of total shares of the
			Company		Company
1	MANOJ KASLI WAL				
	At the beginning of the year	6144890	16.58	6144890	16.58
		No Change in the Shareholding during the Yea			ng the Year
	At the End of the year	6144890	16.58	6144890	16.58
2	SHARDA MANOJ KASLIWAL				
	At the beginning of the year	6144880	16.58	6144880	16.58
		No Chai	nge in the Share	eholding durii	ng the Year
	At the End of the year	6144880	16.58	6144880	16.58
3	DALIP KUMAR				
	At the beginning of the year	2534850	6.84	2534850	6.84
		No Ch	ange in the Sha	areholding du	ring the Year
	At the End of the year	2534850	6.84	2534850	6.84

# (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

No.	meForEachofth	Shareholdingatthebe ginningoftheyear/en d of the year		Date	Increase /Decreas e in share- holding	Reason	CumulativeSh during the ye to 31.03.18)	
		No.ofsha res	%ofto talsha resoft heCo				No.ofshare s	%oftotals haresofth eCompan y
1	Aarti Singal	1800000	4.86	01.04.2017	77 -	-	-	-
		1800000	4.86	31.03.2018	-	_	1800000	4.86
2	Sanjay Singal (HUF)	1800000	4.86	01.04.2017	-	-	-	-
		1800000	4.86	31.03.2018	-	-	1800000	4.86
3	Aniket Singal	1800000	4.86	01.04.2017	-	-	-	-
		1800000	4.86	31.03.2018	-	-	1800000	4.86
4	Sanjay Singal	1800000	4.86	01.04.2017	-	-	-	-
		1800000	4.86	31.03.2018	-	-	1800000	4.86
5	Usha Ajay	825600	2.23	01.04.2017	-	-	-	-
		825600	2.23	31.03.2018	-	-	825600	2.23
6	Mansi Bhupesh Jain	800000	2.16	01.04.2017	7 -	-	-	-
		800000	2.16	31.03.2018	-	-	800000	2.16
7	Khyati Piyush Jain	800000	2.16	01.04.2017	-	-	-	-
		800000	2.16	31.03.2018	-	-	800000	2.16
8	Ajay Kalyanji	585000	1.58	01.04.2017	-	-	-	-
		585000	1.58	31.03.2018	-	-	585000	1.58
9	Progress Infraestate Pvt Ltd	458598	1.24	01.04.2017	-	-		
		458598	1.24	31.03.2018	-	-	458598	1.24
10	Lagan Dealtrade Pvt Ltd	444754	1.20	01.04.2017	-	-		
		444754	1.20	31.03.2018	-	-	444754	1.20

# (v) Shareholding of Directors and Key Managerial Personnel:

SI. No.	DatewiseIncrease/DecreaseinPromote rsShareholding		dingatthe oftheyear		Shareholding theyear
	duringtheyearspecifying thereasonsforincrease/decrease(e.g.a llotment/ transfer/bonus/sweat equityetc):	No. of shares	% of total shares of the Company	No.ofshares	%oftotal sharesofthe Company
1	MANOJ KASLIWAL -DIRECTOR				
	At the beginning of the year	61,44,890	16.58	61,44,890	16.58
		No Chang	ge in the Shar	reholding dur	ing the Year
	At the End of the year	61,44,890	16.58	61,44,890	16.58
2	SHARDA MANOJ KASLIWAL-DIRECT	ГOR			
	Atthebeginningoftheyear	61,44,880	16.58	61,44,880	16.58
		No Chang	je in the Shai	reholding du	ring the Year
	AttheEndoftheyear	61,44,880	16.58	61,44,880	16.58
3	ASHWANI KUMAR BHAT-DIRECTOR				
	Atthebeginningoftheyear	Nil	Nil	Nil	Nil
			N	lil	
	AttheEndoftheyear	Nil	Nil	Nil	Nil
4	RASHMI AHUJA - DIRECTOR				,
	Atthebeginningoftheyear	Nil	Nil	Nil	Nil
			N	lil	
	AttheEndoftheyear	Nil	Nil	Nil	Nil
5	RAJKUMAR BHASIN - DIRECTOR	I			
	Atthebeginningoftheyear	Nil	Nil	Nil	Nil
			N	lil	
	AttheEndoftheyear	Nil	Nil	Nil	Nil
6	RAJENDRA KUMAR MUNGAR - CFO				
	At the beginning of the year	25000	0.067	25000	0.067
		No Change	e in the Shar	eholding dur	ing the Year
	At the End of the year	25000	0.067	25000	0.067
7	DEEPTI DUBEY- CEO				1
	At the beginning of the year	31500	0.084	3150	0.084
		No Change	e in the Shar	eholding dur	ing the Year
	At the End of the year	31500	0.084	3150	0 0.084
8	*SHREEKANT PATIDAR- COMPANY				
	At the beginning of the year	Nil		N	il Nil
	22gg 3. 4.10 Jou	IVII	IVII	Nil	1411
	At the End of the year	Nil	Nil		il Nil
	,				
* 1/ /	r Shreekant Patidar ceased to continue	oc Compon	Cooretery	of the Compa	f

<sup>\*</sup>Mr. Shreekant Patidar ceased to continue as Company Secretary of the Company w.e.f. 30.10.2017.

# V. INDEBTEDNESS (Rs. In Lakhs) Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i)Principal Amount	-	-	_	-
ii)Interest due but not paid	-	-	-	-
iii)Interest accrued but not due	-		-	-
Total(i+ii+iii)	<u>-</u>	-	-	<u>-</u>
Change in Indebtedness  During the financial year				
Addition		40,000	-	40,000
Reduction	-	-	-	=
Net Change Indebtedness	_	40,000	-	40,000
At the end of the financial year				
i)Principal Amount	-	40,000	-	40,000
ii)Interest due but not paid	-	-	-	-
iii)Interest accrued but not due	-	-	-	-
Total(i+ii+iii)	-	40,000	-	40,000

# VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: (Rs. In Lakhs) A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Α.	A. Remainer attorn to Managing Director, Whole-time Directors and/or Manager.								
SI. No.	Particulars of Remuneration	Name of	Directors	Total Amount					
		Manoj Kasliwal	Sharda Manoj Kasliwal						
1	Gross salary								
	(a)Salaryasperprovisionscontainedi nsection17(1)oftheIncome- taxAct,1961								
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961								
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961								
2	Stock Option								
3	Sweat Equity		NIL						
4	Commission - as % of profit - others, specify								
5	Others, please specify								
	Total (A)								
	Ceiling as per the Act								

# B. Remuneration to other Directors: (Rs. In Lakhs)

SI.N o.	Particulars of Remuneration	Nan	ne of Directors		Total Amount
		Ashwani Kumar Bhat	Rashmi Ahuja	Raj Kumar Bhasin	
1	Independent Directors Fee for attending board / committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors		7	IIL	
	Fee for attending board / committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total $(B) = (1+2)$				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

# C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD (Rs.In Rupees)

SI.No.	Particulars of Remuneration	Key Mar	nagerial Person	nel	Total	
		CFO	CEO	Company*S ecretary	Amount	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,00,870	1,00,240	52,500	2,53,610	
	(b) Value of perquisites u/s 17(2) Incometax Act, 1961	Nil	Nil	Nil	Nil	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil	
2	Stock Option	Nil	Nil	Nil	Nil	
3	Sweat Equity	Nil	Nil	Nil	Nil	
4	Commission - as % of profit - others, specify	Nil	Nil	Nil	Nil	
5	Others, please specify	Nil	Nil	Nil	Nil	
	Total (C)	1,00,870	1,00,240	52,500	2,53,610	

<sup>\*</sup>Mr. Shreekant Patidar ceased to continue as Company Secretary of the Company w.e.f. 30.10.2017.

# VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Туре	Section of the Companies Act	Brief Descripti on	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DI RECTORS					
Penalty					
Punishment			ML		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board

Sd/-Manoj Kasliwal Chairman

(DIN: 00345241)

Date: 31/08/2018 Place: Indore

Annexure - "V"

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### INDUSTRY STRUCTURE AND DEVELOPMENTS

The Global economic growth has been estimated in the range of 2.3% - 3.1%. Growth in many emerging market economies is softening, reflecting an adjustment to diminished medium-term growth expectations and lower revenues from commodity exports, as well as country-specific factors. The outlook for advanced economies led by the US is showing signs of improvement monetary policy stances, and more moderate fiscal adjustment. The decline in oil price, if sustained, could boost consumption and support growth. Geopolitical tensions continue to pose threats, and risk of disruptive shift in asset prices remains relevant. In some advanced economies, protracted low inflation or deflation also pose risk to activity.

According to the World Bank, the Indian economy will grow at 7.6% in 2017-18, followed by further acceleration to 7.3% in 2018-19. Demonetization is expected to have a positive impact on the Indian economy.

Global factors including commodity price movements, economic policies of the new government in the US and monetary policy stance of global central banks could have a bearing on capital flows to emerging markets like India.

#### SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Your company is mainly engaged in Management Consultancy, which are under one broad segment of the market, so segment reporting is not applicable to it.

#### OUTLOOK

With the improvement in economic activities your Company is expected to diversify the business activities in future. With the government and RBI intervention, the inflationary trends are under control and credit delivery is fact improving.

#### OPPORTUNITIES AND THREATS

The outlook in the year ended 31<sup>st</sup> March, 2018 was mixed for the Capital Market. Keeping in view of the growth in the economy and investment made by the FII's sensex is scaling new heights and as results all concerned will be benefited. However capital market is dependent on various external factors beyond the control of the management.

# RISKS AND CONCERNS

The volatility in Stock Market, economic situation of the country, market risk and client default risk are high in this business. Your company proposes to manage these risks by adopting effective risk management practices.

#### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control and Procedures systems commensurate with the nature of its business and the size of its operations. Continuous efforts are being made to see that the controls are designed to provide a reasonable assurance with regard to maintenance of accounting controls and assets from unauthorized use or losses. All significant audit observations and follow-up actions thereon are reported to the Audit Committee. The Audit Committee comprises of three independent directors. The audit committee looks into all aspects of internal functioning and advises corrective action as and when required.

#### FINANCIAL PERFORMANCE

The financial performance of the company has been covered in the Director's Report.

#### HUMAN RESOURCE / INDUSTRIAL RELATIONS

The Company recognizes that its success is deeply embedded in the success of the human resources. The Company has significantly scaled up its activities through investment in people and infrastructure. The Company nurtures its employees as its critical assets through healthy working atmosphere that ensures equal opportunity for growth and challenge to all the employees. The Company believes in creating business leaders by employing best talent in the industry, providing opportunities, empowerment by delegations, training and taking care of their growth. As our business grows, we would continue to expand the human resources which are fundamental to the financial services business.

Annexure - "VI"

# REPORT ON CORPORATE GOVERNANCE

#### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company is committed to good corporate governance, which emphasizes on transparency, professionalism and accountability with the aim of enhancing long term economic value of its shareholders, while giving equal respect to other stakeholders and society at large.

#### 2. BOARD OF DIRECTORS

Board Composition and Category of Directors

During the year under review, the Board of Directors of the company comprised of Five Directors including, Woman Directors and three Non-executive Independent Directors. The Composition of Board is in conformity with the provisions of Companies Act, 2013 and Listing Regulations.

The composition and category as on 31st March, 2018 is as under:

SI.	Name of the Director	Category	Attendan		No. of other		tee	No. of
No.			Particula	rs	Directorship	Position in		Shares/Instru
						other		ments held on
						Compan	ies	31 <sup>st</sup>
			Board	Last		Chairman	Member	March,2018
			Meeting	AGM				
1.	Mr. Manoj Kasliwal	Promoters and	05	Yes	8	-	-	6144890
2.	Mrs. Sharda Manoj	Non-Executive	05	Yes	7	-	-	6144880
	Kasliwal	Directors						
3.	Mr. Ashwani Kumar Bhat	Independent	05	Yes	1	-	-	-
4.	Mrs. Rashmi Ahuja	and	03	No	-		-	-
5.	Mr. Rajkumar Bhasin	Non-Executive Directors	04	No	-	-	-	-

During the year 2017-18 under review, five meetings of the Board were held on 27<sup>th</sup>May, 2017, 28<sup>th</sup>August, 2017, 14<sup>th</sup>September, 2017, 13<sup>th</sup> November, 2017, 12<sup>th</sup> February, 2018.

The Board has confirmed compliance with the code of conduct for members of the Board and Senior Management.

#### Note

No Director is related to any other Director except Mr. Manoj Kasliwal & Mrs. Sharda Manoj Kasliwal who are Husband & Wife.

#### 3. BOARD COMMITTEES

For effective and efficient functioning of the Company the Board had established following committees for the year 2017-18:

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Shareholders Grievances Committee

# A. AUDIT COMMITTEE

The Audit Committee was reconstituted in accordance with the provisions of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

#### Terms of Reference:

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensuring accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting. The Audit Committee adheres to the Listing Regulations in terms of quorum for its meetings, functioning, role and powers as also those set out in the Companies Act, 2013.

The said committee reviews report of the internal auditors, meet statutory auditors, internal auditors periodically to discuss their findings and suggestions, internal control system, scope of Audit, observation of the auditors and other related matters and reviews major accounting policies followed by the Company. The minutes of Audit committee meetings are regularly placed before the Board.

#### Composition:

The Committee comprise of Three Non Executive & Independent Directors as on 31<sup>st</sup> March, 2018. The Chairman of the Committee is Non Executive Director.

#### Meetings and Attendance

Four meetings of the Audit Committee of the company were held on 27<sup>th</sup> May, 2017, 14<sup>th</sup> September, 2017, 13<sup>th</sup> November, 2017 and 12<sup>th</sup>February, 2018.

As at 31<sup>st</sup> March, 2018, the composition of the Committee and the attendance details of Committee Members at the meetings held during the period under review is as follows:

Name of the Directors	Designation	No. of Meeting Attended	
Mr. Ashwani Kumar Bhat	Chairman	4	
Mr. Rajkumar Bhasin	Member	4	
Mrs. Rashmi Ahuja	Member	3	

#### **B. NOMINATION & REMUNERATION COMMITTEE**

The Nomination & Remuneration Committee was reconstituted in accordance with the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

#### Terms of Reference:

Your Company has, on recommendation of the Nomination & Remuneration Committee framed the Remuneration Policy which inter-alia lays down the criteria for identifying the persons who are qualified to be appointed as Directors and/or Senior Management Personnel of the Company, along with the criteria for determination of remuneration of Directors, KMPs and other employees and their evaluation and includes other matters.

#### Composition:

The Committee comprises of Three Non Executive & Independent Directors as on 31<sup>st</sup> March, 2018.

#### Meetings and Attendance

As at  $31^{st}$  March, 2018, the composition of the Committee and the details of Committee Members during the period under review as follows:

Name of the Directors	Designation	No. of Meetings Attended
Mrs. Rashmi Ahuja	Chairman	Nil
Mr. Rajkumar Bhasin	Member	Nil
Mr. Ashwani Kumar Bhat	Member	Nil

#### C. SHAREHOLDERS GRI EVANCES COMMITTEE

#### Terms of Reference:

The Committee has been constituted to facilitate prompt and effective redressal of shareholders complaints and reporting of the same to the Board periodically. The Company has also appointed Purva Sharegistry (India) Pvt. Ltd., Mumbai a SEBI

Registered independent agency, as Registrar & Share Transfer Agent for handling Demat as well as Physical Share Transfer work of the Company.

#### Composition:

The Shareholder's / Investors Grievances Committee comprise of four members out of which three are Non Executive & Independent Directors and one is Promoter & Non Executive Director as on 31st March, 2018.

#### Meetings and Attendance

Four meetings of the Shareholder's/ Investor's Grievances Committee of the company were held on 27<sup>th</sup> May, 2017, 14<sup>th</sup> September, 2017, 13<sup>th</sup> November, 2017 and12<sup>th</sup>February, 2018.

As at 31st March, 2018, the composition of the Committee and the attendance details of Committee Members at the meetings held during the period under review is as follows:

Name of the Directors	Designation	No. of Meetings Attended
Mr. Ashwani Kumar Bhat	Chairman	4
Mr. Rajkumar Bhasin	Member	4
Mrs. Rashmi Ahuja	Member	3
Mr. Manoj Kasliwal	Member	4

Number of Complaints Received -----NI L-----

# Compliance Officer

CS Shreekant Patidar ceased to continue as Company Secretary cum Compliance Officer of the Company w.e.f. 30.10.2017 and Mr. Rajendra Kumar Mungar was appointed as Compliance Officer w.e.f. 30.10.2017.

#### D. INDEPENDENT DIRECTORS' MEETING

Pursuant to Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an exclusive meeting of Independent Directors was also held without the presence of Non-independent directors & members of management. The Independent Directors met on12thFebruary, 2018 inter alia to

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### 4. GENERAL BODY MEETINGS

Details of last three Annual General Meetings

Date	Venue	Time
32 <sup>nd</sup> AGM	Hotel Avon Ruby, 87, Naigaon Cross Road, Dadar	10.30 A.M.
26 <sup>th</sup> September, 2015	(East), Mumbai, Maharashtra 400 014	
33 <sup>rd</sup> AGM	Unit No. 4089, 4 <sup>th</sup> Floor, Bhandup Industrial Estate,	
24 <sup>th</sup> September, 2016	Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup	10:00 A.M.
	(W) Mumbai, Maharashtra, 400078	
34 <sup>th</sup> AGM	Unit No. 4089, 4 <sup>th</sup> Floor, Bhandup Industrial Estate,	
26 <sup>th</sup> September, 2017	Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup	10:00 A.M.
	(W) Mumbai, Maharashtra, 400078	

#### 5. MEANS OF COMMUNICATION:

- Full Annual Report is sent to each Shareholder every year at his or her Registered Address regularly.
- The Company has been regularly sending Quarterly/Half-yearly/ Annual Financial Results to the Stock Exchanges. These results are also sent to those Shareholders who request for the same.

- iii. The quarterly results are published regularly in one Regional Language and one English Newspaper having circulation in the region where the Registered Office of the Company is situated.
- iv. The financial results were also displayed on the Company's website <a href="www.premiercap.in">www.premiercap.in</a> the Company also keeps on updating its website with other relevant information, as and when required.
- v. Designated exclusive e-mail id for investors: <a href="mailto:premiercapservices@gmail.com">premiercapservices@gmail.com</a>

#### 6. GENERAL SHAREHOLDERS INFORMATION:

0. 0	JENERAL SHAREHOLI	SERG THE ORIVIN COLOR.	
Α.	Date, time and venue of Annual General Meeting of Shareholders	Wednesday, 26thSeptember, 2018 at 10:00 a.m. At Unit No. 4089, 4 <sup>th</sup> Floor, Bhandup Industrial Estate, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W) Mumbai, Maharashtra, 400078	
B.	Date of Book Closure	19th September, 2018 to 26th September, 2018 (Both days inclusive).	
C.	Dividend Payment	The Board of Directors of the Company has not recommended any dividend for the Financial Year ended 31 <sup>st</sup> March, 2018.	
D.	Financial Calendar	The Company follows April-March as its Financial Year.  Meeting of the Board/Committee of Directors to consider financial results for the:	
		<ol> <li>Quarter ended 30<sup>th</sup> June, 2018 : on 14<sup>th</sup>August, 2018</li> <li>Quarter ended 30<sup>th</sup> September, 2018 : on or before14<sup>th</sup>November, 2018</li> <li>Quarter ended 31<sup>st</sup> December, 2018 : on or before14<sup>th</sup> February, 2019</li> <li>Audited Annual Results : on or before 30<sup>th</sup> May, 2019</li> </ol>	
E.	Listing on Stock Exchanges,	BSE LTD. (Bombay Stock Exchange Ltd.) Floor 25, PJ Towers, Dalal Street, Mumbai, Maharashtra - 400001	
	Scrip Code	(ScripCode: 511016)	
	ISIN No.	(ISIN No. INE946K01023)	
F.	Listing fees	Listing Fees for the F.Y. 2018-19is yet to be paid.	
G.	Registered office	4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai, Maharashtra- 400 030	
H.	Registrar and Share Transfer Agents for both physical & Dematerialization of equity shares	Purva Sharegistry (India) Pvt. Ltd 9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg Opp. Kasturba Hospital, Lower Parel, Mumbai, Maharashtra -400 011 Tele No. 022-23016761, 23018261, Email: <u>busicomp@vsnl.com</u>	
1.	<ol> <li>Share Transfer System</li> <li>The Company's Equity Shares are traded at the Stock Exchange compulsorily in demat mode. Physical shares which are lodged with the Company / Share Transfer agent for transfer are processed and returned to the shareholders within a fortnight, if the documents are complete in all respect.</li> <li>As per SEBI directives, Company has appointed M/s Purva Sharegistry (India) Pvt. Ltd., Mumbai, as Common Agency to handle demat as well as physical transfer of shares.</li> </ol>		

#### 7. Market Price Data:

The trade statistics of equity shares at BSE Ltd. (Bombay Stock Exchange Ltd.) during the year 2017-18 are as under:

Months	BSE Ltd. (Bombay Stock Exchange Ltd.)		
	High	Low	
April			
May			
June			
July			
August			
September	NIL*		
October			
November			
December			
January			
February			
March			

- During the Year under review, the trading of equity shares of the Company was Suspended w.e.f. 4th March, 2015 on Stock Exchange Portal.
- 8. Distribution of Shareholders as on 31st March, 2018:

Shareholding of Nominal Value	No. of Shareholders	% of Total	Share Capital Amount (Rs.)	% of Total
1 to 5000	136	44.16	227859	0.61
5001 to 10000	22	7.14	162325	0.44
10001 to 20000	20	6.49	313892	0.85
20001 to 30000	20	6.49	507678	1.37
30001 to 40000	7	2.27	239347	0.65
40001 to 50000	15	4.87	700065	1.89
50001 to 100000	38	12.34	2711577	7.32
100001 and above	50	16.23	32198177	86.88
Total	308	100.00	37060920	100.00

9. Categories of Shareholders as at 31st March, 2018 As per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

	Category	No. of Shares Held	% of Shareholding
(A)	Shareholding of Promoters and Promoters Group		J
	Indian	14824620	40.00
	Foreign	-	-
	Total Shareholding of Promoters and Promoters Group	14824620	40.00

(B)	Public Shareholding		
	Mutual Funds & UTI	_	_
	Financial Institutional Investors	-	-
	Non-Resident Indians (NRI)	10	0.00
	Bodies Corporate	7295112	19.68
	Resident Individuals	13131983	35.43
	Hindu Undivided Family	1800000	4.86
	Clearing Members	9195	0.02
(C)	shares held by custodians and against which Depository Receipts have been issued	-	-
	Total (A) + (B) + (C)	37060920	100.00

#### 10. Dematerialization of shares and liquidity:

Dematerialization of Shares as on 31st March, 2018 is as follows:

	Mode of Holding	No. of Shares Held	% of Shares
NSDL		1,19,48,433	32.24
CDSL		2,49,90,237	67.43
Physical Holo	ding	1,22,250	0.33
Total Shareholding		3,70,60,920	100.00

- 1. 99.67% of the total share capital of Company was held in dematerialized form as on 31<sup>st</sup> March, 2018.
- 2. Outstanding ADRs/ GDRs/ Warrants or other convertible instruments, conversion date and impact on equity: NIL

# 11. Address for Correspondence:

Registered Office	4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai (MH) 400 030
Corporate Office	5/5-A, Navratan Bagh, Off. Geeta Bhawan Square, Behind Vishesh Hospital, Indore (M.P.) 452 001

#### 12.DISCLOSURES:

- i. Members may refer to details of related party transactions disclosed in the Note No. 21 under notes to financial statements for the year ended 31st March, 2018. The Board is of the opinion that none of the aforementioned transactions were in conflict with the interests of the Company.
- ii. During the last three years, no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI on any matter. The Company has fairly complied with the requirements of the Stock Exchanges and SEBI.
- iii. In accordance with requirement of Companies Act, 2013 as well as Listing Regulations a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the Company to approach Chairman of the Audit Committee of the Company to report any grievance.
- iv. The Related Party transactions policy is available at website of the Company i.e. <a href="https://www.premiercap.in">www.premiercap.in</a>
- v. The Company is complying with all mandatory requirements of Listing Regulations.

#### ▶ DISCLOSURES OF ACCOUNTING TREATMENT:

While preparation of the Financial Statements Indian Accounting Standards as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 have been followed.

#### CODE OF CONDUCT

The Company has adopted a Code of Conduct for all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Director is given below.

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of the financial year 2017-18".

For and behalf of the Board

Sd/-Deepti Dubey Chief Executive Officer

Date: 31/08/2018 Place: Indore

REGISTERED OFFICE 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai, (MH) 400 030 CIN: L65920MH1983PLC030629

#### CEO/CFO CERTIFICATION

As required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year 2017-18.

- a) We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
  - i) Significant changes in the internal control over financial reporting during the year;
  - ii) Significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - iii) There are no instances of significant fraud either by the management or an employee having a significant role in the Company's internal control system of financial reporting.

Date: 31/08/2018 Place: Indore sd/-Deepti Dubey Chief Executive Officer sd/-Rajendra Kumar Mungar Chief Financial Officer

REGISTERED OFFICE 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai, (MH) 400 030 CIN: L65920MH1983PLC030629 AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members,

Premier Capital Services Limited

We have examined the compliance of conditions of Corporate Governance by Premier Capital

Services Limited ('the Company'), for the year ended 31st March, 2018 as stipulated in the

Listing Regulations of SEBI (LODR) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the

management. Our examination was limited to procedures and implementation thereof,

adopted by the Company for ensuring the compliance of the conditions of the Corporate

Governance. It is neither an audit nor an expression of opinion on financial statements of the

Company.

In our opinion and to the best of our information and according to the explanations given to

us, we certify that the Company has complied with the conditions of Corporate Governance as

stipulated in the above mentioned Listing Agreement.

We state that as per the records maintained by the Company, no investor grievance is

remaining pending for a period exceeding one month.

We further state that such compliance is neither an assurance as to the future viability of the

Company nor the efficiency or effectiveness with which the management has conducted the

affairs of the Company.

For Bipin Zavar & Associates **Chartered Accountants** 

(FRN 121523W)

Bipin P. Zavar

(Proprietor)

Membership No.: 110250

Sd/-

Place: Mumbai Date: 31/08/2018

# STANDALONE FINANCIAL STATEMENTS

#### INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF PREMIER CAPITAL SERVICES LIMITED

#### **Report on the Financial Statements**

We have audited the accompanying standalone financial statements of Premier Capital Services Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2018 and its profit/(loss) and its cash flows for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

- 1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order;
- 2. As required by Section 143 (3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and

- g. with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For BIPIN ZAVAR & ASSOCIATES CHARTERED ACCOUNTANTS (Registration No. 121523W)

PLACE: MUMBAI DATED: 30/05/2018

Sd/-BIPIN P. ZAVAR (Proprietor) Membership No. 110250

#### **Annexure A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2018, we report that:

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - (b) As explained to us, all the assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company does not have any immovable property in its name and therefore the said clause is not applicable;
- ii) The Company is a service company, primarily rendering management consultancy services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company;
- iii) The Company has not granted any loans persons covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). Thus, paragraph 3(iii) of the Order is not applicable to the Company;
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made;
- v) According to information and explanations provided to us, the company has not accepted any deposit from public as defined according to the provisions of Section 73 to 76 of the Companies Act, 2013, and the Rules framed there under. Hence we offer no comments in respect of any contraventions thereto. No order has been passed by Company Law Board or National Company Law Tribunal or the Reserve Bank of India or any Court or other tribunal in respect of any deposit as defined according to the provisions of Section 73 to 76 of the Companies Act, 2013, and Rules framed there-under;
- vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company;
- vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable;

(b)According to the information and explanations given to us, there are no material statutory dues of duty which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following due of income tax has not been deposited by the Company on account of disputes:

Name of	Nature of	Amount (in ₹)	Period to	Forum where
Statute	Dues		which the	dispute is
			amount relates	pending
Income Tax	Income Tax	1,74,11,310.00/-	Assessment	CIT (A),
	and Interest		Year 2013-14	Mumbai
Income Tax	Income Tax	3,11,090.00/-	Assessment	CIT (A),
	and Interest		Year 2014-15	Mumbai

- viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable;
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable;
- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit. We, therefore, express our inability to express any opinion on the nature of fraud or amount involved therein;
- xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid managerial remuneration. Accordingly, paragraph 3(xi) of the Order is not applicable;
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable;
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards;
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;

- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable;
- xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934;

For BIPIN ZAVAR & ASSOCIATES CHARTERED ACCOUNTANTS (Registration No. 121523W)

PLACE: MUMBAI DATED: 30/05/2018

sd/-BIPIN P. ZAVAR (Proprietor) Membership No. 110250

#### **Annexure B to the Auditors' Report**

# Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Premier Capital Services Limited ('the Company') as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that;

- a. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- b. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and
- c. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For BIPIN ZAVAR & ASSOCIATES CHARTERED ACCOUNTANTS (Registration No. 121523W)

PLACE: MUMBAI DATED: 30/05/2018

sd/-BIPIN P. ZAVAR (Proprietor) Membership No. 110250

#### STANDALONE STATEMENT OF ASSETS AND LIABILITIES:

## PREMIER CAPITAL SERVICES LTD (CIN: L65920MH1983PLC030629)

#### Balance Sheet as at 31 March, 2018

(Rs. In Lakhs)

1					
C			As at	As at	As at
Sr.	Particulars	Notes	31.03.2018	31.03.2017	31.03.2016
No.			(Audited)	(Audited)	(Audited)
_	ACCETC		,	,	,
	ASSETS				
1	Non Current Assets				
	(a) Property, Plant and Equipment	2	0.02	0.07	0.13
	(b) Financial Assets		-	-	
	(i) Investment	3	1,996.89	2,019.01	2,066.88
	(ii) Loans	4	4.51	4.51	4.51
	(c) Deferred Tax Assets (net)	5	3.40	3.40	3.40
	Sub-Total - Non Current Assets:		2,004.82	2,026.99	2,074.92
			2,004.02	2,020.77	2,074.72
2	Current Assets				
	(a) Inventories		-	-	
	(a) Financial Assets				
	(i) Investments		-	-	
	(ii) Trade Receivables	6	80.47	14.18	10.79
	(iii) Cash and cash equivalents	7	16.37	25.50	17.93
	(b) Other Current assets	8	0.06	3.85	5.14
	Sub-Total - Current Assets:		96.90	43.53	33.85
	TOTAL ASSETS		2,101.73	2,070.52	2,108.77
H	EQUITY AND LIABILITIES			,	,
1	EQUITY				
	Equity Share Capital	9	370.61	370.61	370.61
	Other Equity	,	0,0,0	0,0.0.	0,0101
	Reserves and surplus	10	1,685.36	1,697.04	1,737.25
	Neserves and surplus	10	1,003.30	1,077.04	1,737.23
1	Sub-Total - Shareholders' Funds:		2,055.97	2,067.65	2,107.86
0			2,033.97	2,067.65	2,107.60
2	LIABILITIES				
	Non-current Liabilities				
	(a) Financial Liabilities				
	(b) Provision		-	-	
	(b) Deferred Tax Liabilities (Net)		-	-	
	(c) Other non-current liabilities		-	-	
	Sub-Total - Non - Current Liabilities:		-	_	-
	Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	11	0.40	-	-
	(b) Other Current Liabilities	12	45.36	2.88	0.91
	(c) Provision				
	(d) Current tax liabilities (Net)		_	_	
	Sub-Total - Current Liabilities:		45.76	2.88	
	TOTAL - EQUITY AND LIABILITIES		2,101.73	2,070.52	2,108.77
L	Summary of Significant Accounting Policies	1	2,101.73	2,010.02	2,100.77

Summary of Significant Accounting Policies In terms of our report of even date attached

> For and on behalf of the Board of Directors of Premier Capital Services Limited

For Bipin Zavar & Associates **Chartered Accountants** 

FRN: 121523W

Sd/-Sd/-Sd/-Manoj Kasliwal Sharda Manoj Kasliwal Bipin P Zavar Director Director DIN: 00345241 DIN: 00345386 Proprietor

M. No.: 110250 Sd/-Place: Mumbai Rajendra Kumar Mungar Deepti Dubey Chief Financial Officer Chief Executive Officer

#### STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2018

Sr.			Year to date figures	
No.	Particulars	Notes	31.03.2018	31.03.2017
			(Audited)	(Audited)
1	Revenue from Operations			
	Net Sales/Income from Operations	13	0.00	0.00
П	Other Income	14	7.49	3.35
Ш	Total Revenue		7.49	3.35
IV	Expenses			
	Cost of materials consumed	1 -	0.00	0.00
	Purchases of Stock-in-Trade		0.00	0.00
	Changes in inventories of finished goods,		0.00	0.00
	Stock-in -Trade and work-in-progress		0.00	0.00
	Employee benefits expenses	15	2.54	7.82
	Finance costs	16	0.05	0.00
	Depreciation and amortization expenses		0.05	0.05
	Other expenses	17	6.76	5.08
	Total expenses (IV)		9.40	12.95
V	Profit/(Loss) before exceptional items & tax (III-IV)		-1.91	-9.60
VI	Exceptional Items (+ or - )		0.00	0.00
VII	Profit Before Tax (V -VI)		-1.91	-9.60
VIII	Less: Tax Expense		-	-
	- (Reversal) / charge of earlier year		-	-
IX	Net Profit/(Loss) for the period from continuing operations		-1.91	-9.60
Х	Other Comprehensive Income / (Expense) net of taxes			
i	Re-measurement gains/ (losses) and Interest on it		(9.76)	(30.61)
ΧI	Total comprehensive income/(expenses) net of taxes		-11.68	-40.21
XII	Paid up equity share capital (Face Value Re. 1 each)		370.61	370.61
XIII	Basic and Diluted Earnings Per Share (EPS) (before Extra ordinary item) of Re.1 each not annualized)	18	(0.01)	(0.03)
XIV	Basic and Diluted Earnings Per Share (EPS) (after Extra ordinary item) of Re.1 each not annualized.		(0.03)	(0.11)

In terms of our report of even date attached

For Bipin Zavar & Associates Chartered Accountants

FRN: 121523W

Sd/-

Bipin P Zavar Proprietor M. No.: 110250

Place: Mumbai Date: 30/05/2018 For and on behalf of the Board of Directors of Premier Capital Services Limited

Sd/-Manoj Kasliwal

Director DIN: 00345241

Sharda Manoj Kasliwal

Director DIN: 00345386

Sd/-

Sd/-Rajendra Kumar Mungar Chief Financial Officer

Deepti Dubey Chief Executive Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018					
PARTICULARS	As At 31-03- 2018	As At 31-03- 2017			
TARTICOLARD	(Rs. In Lacs)	(Rs. In Lacs)			
Cash Flow from Operating Activities	-1.91	-9.60			
'Net Profit before Tax					
Adjustment for:					
'Depreciation	0.05	0.05			
Preliminery Expenses Written off	3.85	1.28			
'Dividend Income	(0.01)	_			
'Operating Profit before Working Capital changes	1.98	(8.27)			
Changes in Working Capital:		,			
'Trade & Other receivables	(66.28)	(3.40)			
'Other Current asset	(0.06)	-			
'Trade Payable	42.48	1.97			
'Cash generated from Operation	(21.88)	(9.70)			
Less:		, ,			
'Taxes Paid	_	-			
Net Cash from Operating Activities	(21.88)	(9.70)			
Cash Flow from Investing Activities	Ì	, ,			
'Capital Expenditure	-	-			
'Sale of fixed Assets	-	-			
'(Purchase)/ Sale of Investments	12.35	17.26			
'Profit on Sale of Investment	_	-			
'Dividend received	0.01	<u>-</u>			
'Net Cash from Investing Activities	12.36	17.26			
Cash Flow from Financing Activities					
'Repayment of Long Term Loan	-	-			
'Short Term borrowings	0.40	-			
'Dividend Paid	-	-			
'Interest Expenses	-	-			
'Net Cash from Financing Activities	0.40	-			
Net decrease in cash & cash Equivalents (A+B+C)	(9.12)	7.57			
Opening Balance of Cash & Cash Equivalents	25.50	17.93			
Closing Balance of Cash & Cash Equivalents	16.38	25.50			

For Bipin Zavar & Associates **Chartered Accountants** 

FRN: 121523W

Sd/-Bipin P Zavar Proprietor M. No.: 110250

Place: Mumbai Date: 30/05/2018 For and on behalf of the Board of Directors of Premier Capital Services Limited

Sd/-Sd/-Manoj Kasliwal Sharda Manoj Kasliwal Director Director DIN: 00345241 DIN: 00345386

Rajendra Kumar Mungar Chief Executive Officer Chief Financial Officer

Deepti Dubey

Sd/-

#### Notes to Financial Statement for the year ended 31st March 2018

#### Note 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICES

#### 1. Accounting Convention

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The financial statements are presented in Lac, the functional currency of the Company.

#### 2. Revenue Recognition

- a) The Company generally follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis except those with significant uncertainties.
- b) Claims made by the Company and those made on the company are recognized in the profit and loss Account as and when the claims are accepted.

#### 3. Fixed Assets

Fixed Assets are stated at their original cost including expenses such as upfront charges including Stamp Duty, Processing charges etc. on Term Loan & Working Capital loan, inward freight, taxes, installation and erection expenses less accumulated depreciation and impairment loss, if any.

#### 4. Employee Benefits

- a) Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss Account of the year in which the related service is rendered.
- b) Termination benefits are recognized as an expense as and when incurred.

#### 5. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as a part of such assets. All other borrowing costs are charged to revenue. A qualifying asset is an asset that necessarily requires substantial period of time to get ready for its intended use or sale.

#### 6. Depreciation

Depreciation is provided on Straight Line Method in according with Schedule II to the Companies Act, 2013.

#### 7. Cash Flow Statement

Cash flow statement has been prepared in accordance with the indirect method prescribed in Accounting Standard 3-Cash Flow Statement issued by the Institute of Chartered Accountants of India

#### 8. Investments

a) Investments held as long term investments are stated at Fair market value as per the requirement of IND AS.

#### 9. Taxes on Income

- a) Current tax is determined as the amount of tax payable in respect of taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961/ relevant tax regulations applicable to the Group.
- b) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which give future economic benefits in the form of adjustment to future income tax liability, is considered as an asset, if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Group.
- c) Deferred tax is recognized on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in subsequent periods, subject to consideration of prudence.

#### 10. Provisions, contingent liabilities and contingent assets

Provisions are recognized only when there is a present obligation as a result of past events and when a reasonable estimate of the amount of obligation can be made. Contingent liabilities disclosed for possible obligation which will be confirmed only by future events not wholly within the control of the group or present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are neither recognized nor disclosed in the financial statements.

# 2. Property, Plant & Equipment

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
Description of Assets	Balanc e as at 01-04- 17	Additi on	<b>Delet</b> ions	Balan ce as at 31- 03-18	Balan ce as at 01- 04-17	Depre ciatio n	Deduct ion	Balanc e as at 31-03- 18	Balance as at 31-03- 18	Balance as at 31- 03-17
Computers	0.17	0.00	0.00	0.17	0.09	0.05	0.00	0.14	0.02	0.07
TOTAL	0.17	0.00	0.00	0.17	0.09	0.05	0.00	0.14	0.02	0.07
Previous Year	0.00	0.17	0.00	0.17	0.00	0.04	0.00	0.04	0.13	0.00

3	NON-CURRENT INVESTMENTS	_	2018	2017	2016
	(Investment in Equity Shares)	_	₹	₹	₹
	(Quoted)				
	Aqua Logistics Ltd		5.71	5.71	5.71
	Entegra Ltd		4.27	4.27	4.27
	Safal Herbs Ltd (Parikh Herbal Ltd)		86.25	86.25	86.25
	Skil Infrastructure Pvt Ltd		5.06	20.81	20.81
	Bajaj Auto Ltd		0.38	0.38	-
	Sujana Towers Ltd		37.08	37.08	37.08
	Lloyd Electric and Engineering Ltd		-	-	5.00
	PTL Enterprises Ltd		-	-	6.65
	Tata Steel Ltd		-	-	18.08
	Trygin		3.40		
	Vakrangee Ltd		12.08	12.08	-
	TVS Electronics Ltd		0.31	0.31	0.31
	Less Changes in Fair Value		(104.84)	(95.08)	(64.47)
		_	49.69	71.81	119.68
	(Unquoted)				
	Pumarth Infrastructure Pvt Ltd		1,387.20	1,387.20	1,387.20
	Pumarth Properties & Holdings Pvt Ltd		350.00	350.00	350.00
	Pumarth Meadows Pvt Ltd		210.00	210.00	210.00
			1,947.20	1,947.20	1,947.20
		TOTAL ₹	1,996.89	2,019.01	2,066.88

4	LONG TERM LOANS AND ADVANCES	2018	2017	2016_
	Unsecured, Considered Good			
	Tax Payments (Net of Provision)	4.28	4.28	4.28
	Income Tax Demand	0.23	0.23	0.23
	TOTAL ₹	4.51	4.51	4.51
5	DEFERRED TAX			
	Loss as per P&L A/c	1.91	9.60	11.00
	TOTAL ₹	1.91	9.60	11.0
	Deferred Tax Asset for the year	3.40	3.40	3.40
	The management is not certain about the reversal of loss and hence the provision for deferred tax asset is not made in the accounts.			
6	TRADE RECEIVABLES			
	Trade receivables outstanding for a period more than			
	six months from the date they are due for payment	15.73	10.79	-
	Trade receivables outstanding for a period less than			
	six months from the date they are due for payment	64.74	3.40	10.79
	TOTAL ₹	80.47	14.18	10.79
7	CASH AND CASH EQUIVALENTS	0.77	1.00	1.02
	Cash on Hand Balance with Banks	0.77	1.00	1.02
	In current accounts	15.61	24.50	16.91
	TOTAL ₹	16.37	25.50	17.93
8	Other Current asset			
	Misc Expenditure (to the extent not written off)	0.06	3.85	5.14
	CGST cash balance	0.00	0.00	0.00
	SGST Cash balance	0.00	0.00	0.00
	TOTAL ₹	0.06	3.85	5.14
9	SHARE CAPITAL			
	Authorised			
	250,000,000 Equity Shares of ₹ 1/- each	2,500.00	2,500.00	2,500.00
	(31/03/2017: 250,000,000 Equity Shares of	2,500.00	2,500.00	2,500.00
	₹ 1/- each)			
	<u>Issued</u>			
	37,060,920 Equity Shares of ₹ 1 /-each	370.61	370.61	370.61
	(31/03/2017: 37,060,920 Equity Shares of	370.61	370.61	370.61
	₹ 1/- each)			
	Subscribed & fully paid up			
	37,060,920 Equity Shares of ₹ 1 /-each	370.61	370.61	370.61
	(31/03/2017: 37,060,920 Equity Shares of	370.61	370.61	370.61
	(31/03/2017: 37,000,920 Equity Shares of ₹ 1/- each)	3/0.01	3/0.01	3/0.01
	\ 1/- Cacii)			

#### A) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period

	as at 31-03-2018	as at 31-03-2017	as at 31-03-2016
Balance at the beginning of the year	370.61	370.61	370.61
Issued during the year	0.00	0.00	0.00
Split during the year	0.00	0.00	0.00
Balance at the end of the year	370.61	370.61	370.61

#### B) Terms / Right attached to equity shares

The Company has one class of issued shares referred to as equity shares having a par value ₹ 1/-each. Holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors, if any, is subject to the approval of shareholders in Annual General Meeting. In the event of liquidation of the Company the holder of the equity shares will be entitled to receive remaining assets of the Company after settlement of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the equity shareholders.

#### C) Details of Shareholders holding more than 5% shares in the Company:

		as at 31-03-2018	as at 31-03-2017	as at 31-03-2016
	Name of Shareholder	% of Holding	% of Holding	% of Holding
1	Dalip Kumar	6.84	6.84	6.84
2	Manoj Kasliwal	16.58	16.58	16.58
3	Sharda Kasliwal	16.58	16.58	16.58

# D) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

No Bonus shares, shares for consideration other than cash have been issue during the period of five years immediately preceding the reporting date.

10 Other Equity	2018	2017	2016
A) GENERAL RESERVE			
Balance as per last Financial Statement	5.96	5.96	5.96
Add /Less:- Balance transferred during the year	-	-	-
Balance transferred to Balance Sheet	5.96	5.96	5.96
B) CAPITAL RESERVE			
Balance as per last Financial Statement	35.00	35.00	35.00
Add /Less:- Balance transferred during the year		-	_
Balance transferred to Balance Sheet	35.00	35.00	35.00
C) PROFIT AND LOSS ACCOUNT			
Balance as per last Financial Statement	-288.39	-248.17	(175.68)
Add:- Profit for the year	(11.68)	(40.21)	(8.03)
Fair Value Change	-	-	(64.47)
Balance transferred to Balance Sheet	-300.07	-288.39	-248.17
D) SECURITIES PREMIUM			
Balance as per last Financial Statement	1,944.47	1,944.47	1,944.47
Add:- Received during the year		-	
Balance transferred to Balance Sheet	1,944.47	1,944.47	1,944.47
Changes in fair value			
<b>TOTAL</b> ₹	1,685.36	1,697.04	1,737.25

11 p			2010	2018	204
11 Borrowings			2018	2017	2016
Unsecured Loan	mom 4 7 =		0.40	•	
12 OFFICE CURRENT LARLY VOICE	TOTAL ₹		0.40	-	<u> </u>
12 OTHER CURRENT LIABILITIES				0.01	0.01
a) TDS Payable			0.50	0.01	0.01
<ul><li>b) Secretarial Audit Fees Payable</li><li>c) Internal Audit Fees Payable</li></ul>			0.50	0.25	0.30
d) Audit Fees Payable			1.20	0.43	0.60
e) Rent payable			-	0.06	-
f) Salary payable			_	1.21	
			12.06	1.21	
g) Open position MTM			43.06	-	
	<b>TOTAL</b> ₹		45.36	2.88	0.91
13 REVENUE FROM OPERATIONS			2018		2017
Service Charges		_	-		
Service Charges		TOTAL₹			
14 OTHER INCOME			<del>_</del>		
Profit on Sale of Shares			7.44		3.35
Futures & Options Trading			0.04		-
Dividend Receipt			0.01		_
		TOTAL ₹	7.49		3.35
15 EMPLOYEE BENEFITS EXPENSE					
Salaries ,Wages and Bonus			2.54		7.82
		TOTAL ₹	2.54		7.82
16 FINANCE COST			0.0-		0.00
Bank Charges			0.05		0.00
45 OWNED EVENING		TOTAL₹	0.05		0.00
17 OTHER EXPENSES			0.10		0.07
Printing & Stationery			0.10 0.06		0.07 0.04
Postage and Telegrame Telephone Exp			0.06		0.04
GST			0.03		0.03
Office Expenses			0.89		0.64
AGM Expenses			0.89		0.04
Office Rent			0.17		0.22
Demat Charges			0.10		0.06
ROC Filing Fees			0.04		0.09
Advertisement ,Publicity & Sales Promotion	on		0.36		0.48
Travelling & Conveyance	<b>0.12</b>		0.14		0.12
Professional Charges			-		0.54
Misc Expenses			0.09		0.28
Misc. Expenditure W/Off			3.85		1.28
CDSL and NSDL Annual Fees			0.11		0.21
Secreterial Audit Remuneration			0.25		0.25
Internal Auditor Remuneration			0.15		0.15
Auditors Remuneration			0.30		0.30
		TOTAL ₹	6.76		5.08

	Payments to the Auditor as	<u>_</u>	2017	2016
	a) For Statutory Audit		0.23	0.23
	b) For Taxation Matters		0.07	0.07
	c) Reimbursement of Expenses			-
	d) For other Services		-	<u>-</u>
		TOTAL ₹	0.30	0.30
18	EARNINGS PER SHARE			
	Profit / Loss after taxation as per			
	Profit & Loss Account		(1.91)	(9.60)
	Weighted Average Number of equity shares outstanding		370.61	370.61
	Basic & Diluted Earnings per share in rupee		(0.01)	(0.03)
	(Face value ₹ 1/-)			

#### **OTHER NOTES TO ACCOUNTS**

19 The Balance in parties accounts are subject to confirmation and reconciliation, if any. In the opinion of the management all current assets including sundry debtors and loans and advances in the normal course of business would realize the value at least to the extent stated in the Balance sheet.

#### 20 Micro, Small and Medium Enterprises

The company is in process of identifying the parties who are covered under Micro, Small and Medium Enterprises.

#### 21 CONTINGENT LIABILITIES (to the extent not provided for)

	2018	2017
a) Guarantee given by Bankers and outstanding	-	-
b) Estimated amount of contracts remaining to be executed on Capital		
Accounts and not Provided for (net after advance Payment )	-	-
c) Liability towards Income Tax as determined by the authority through	1,77,22,400.00	-
the Assessment Order dated 29/12/2016 U/s 153 r.w.s. 153A of the Income Ta	ax Act, 1961 for A.Y. 2013-	14 for
Rs. 17411310/- and Assessment Order dated 27/12/2016 U/s 143(3) of the Inc	come Tax Act, 1961 for A.Y	. 2014-15
for Rs. 311090/ An appeal to the CIT (A) U/s 246 has been preferred by the	company against the said or	rder
on 25/01/2017.		

#### 22 RELATED PARTY DISCLOSURES (As identified by the management and relied upon by Auditors)

a) Name of related parties and nature of relationship where control exists are as under:-

#### I) Directors

Manoj Kasliwal Sharda Kasliwal Dalip Kumar

#### II) Key Management Personnel

Ms. Deepti Dubey (CEO) Rajendra Kumar Mungar (CFO)

#### III) Companies in which Directors are interested

Pumarth Credit and Capital Limited

Transaction during the year with related parties/Key Management Personnel

Nature of Transactions	For the year ending	Directors	Companies in which Directors interested
Brokerage paid on Purchase & Sale of Equity Shares	31/03/2018	-	-
	31/03/2017	-	-
Pont Poid	31/03/2018	18,000.00	-
Rent Paid	31/03/2016	72,000.00	-

	2018	2017
23 Earning in Foreign Currency	Nil	Nil
24 Expenditure in Foreign Currency	Nil	Nil

25 Previous year figures have been regrouped/reclassified wherever necessary.

For Bipin Zavar & Associates Chartered Accountants FRN: 121523W		For and on behalf of the Board of Directors of Premier Capital Services Limite	
Sd/-	Sd/-	Sd/-	
347 -	Manoj Kasliwal	Sharda Manoj Kasliwal	
Bipin P Zavar	Director	Director	
Proprietor	DIN: 00345241	DIN: 00345386	
M. No.: 110250			
Place : Mumbai	Sd/-	Sd/-	
Date: 30/05/2018	Rajendra Kumar Mungar	Deepti Dubey	
Date. 30/03/2010	Chief Financial Officer	Chief Executive Officer	

### NOTES


#### ATTENDANCE SLIP

[Please complete this attendance slip and hand it over at the entrance of hall]

PREMIER CAPITAL SERVICES LIMITED

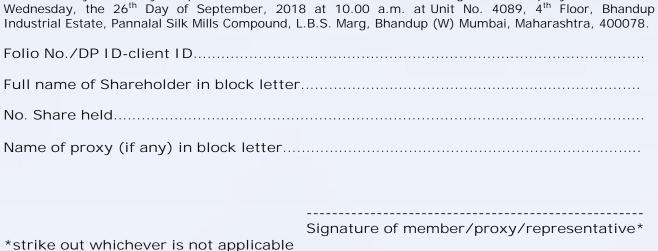
CIN: L65920MH1983PLC030629

Registered Office: 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai 400 030,

Phone: 0731-2499910, 4241914, E-mail: premiercapservices@gmail.com

#### 35<sup>TH</sup>ANNUAL GENERAL MEETING

I / We hereby record my/our presence at the 35th Annual General Meeting of the Company to be held on



#### Note:

- 1. Please complete the Folio / DP ID Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL.
- 2. Electronic copy of the Annual Report for FY 2017-18 and the Notice of the 35thAnnual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- 3. Physical copy of the Annual Report for 2017-18 and the Notice of the 35thAnnual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

#### E-VOTING PARTICULARS

#### PREMIER CAPITAL SERVICES LIMITED

CIN: L65920MH1983PLC030629

Registered Office: 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai 400 030,

Phone: 0731-2499910, 4241914, E-mail: premiercapservices@gmail.com

#### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	Password / PIN

Note: Please read instructions given in Notes of the Notice of the 35th Annual General Meeting carefully before voting electronically.



#### PROXY FORM

[Pursuant to Section 105(6) of Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rule, 2014]

E-Mail id

Member's Folio No./

DP ID-Client ID

PREMIER CAPITAL SERVICES LIMITED

CIN: L65920MH1983PLC030629

Name of

Address

Member(s) Registered

Registered Office: 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai 400 030,

Phone: 0731-2499910, 4241914,E-mail: premiercapservices@gmail.com

I/We being the	member(s) ofshares of the above	e named company	here	by appoint:
1) Name:	Address			
	Email-IdSignatur	e	or	failing him;
	Address			
	Email-IdSignatur			_
	Address			
	Email-IdSignature.		or fai	iling him;
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35thAnnual General Meeting of the Company to be heldon Wednesday, the 26 <sup>th</sup> Day of September, 2018 at 10.00 a.m. at Unit No. 4089, 4 <sup>th</sup> Floor, Bhandup Industrial Estate, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W) Mumbai, Maharashtra, 400078and at any adjournment thereof in respect of such resolutions as are indicated below:				
Resolution No.	Resolutions	*Vot		
Ordinary Busi	ness	FUI	ΑĆ	gainst
1.	To consider and adoption of Audited Financial Statements and Reports thereof for the year ended 31st March, 2018.			
2.	To appoint a Director in place of Mrs. Sharda Manoj Kasliwal (DIN: 00345386), who retires by rotation and being eligible, offers herself for re-appointment.			
3.	To fix the remuneration of Statutory Auditors for the remaining tenure.			
Signed this	day of2018.			A CC' -
Signature of the	e shareholder			Affix Revenue
Signature of the	e Proxy holder(s)			Stamp here

#### Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2. For the resolutions, explanatory statements and Notes please refer to the Notice of 35th Annual General Meeting.
- 3. \* It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
- 4. Please complete all details including details of member(s) in the above box before submission.



#### E-COMMUNICATION REGISTRATION

Dear Members, The Ministry of Corporate Affairs and the Securities and Exchange Board of India have commenced Green Initiative by allowing paperless compliances by Companies. The Companies can send Annual Reports and General Notices in electronic mode to Members who have registered their E-mail addresses for the purpose.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow Shareholders to contribute towards a Greener Environment. This is a golden opportunity for every Shareholder of Premier Capital Services Limited to contribute to the Corporate Social Responsibility initiative of the Company.

We therefore invite all our Members to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode.

Let's be part of this 'Green Initiative'!

Please note that as a Member of the Company you will be entitled to receive all such communication in physical form, upon request.

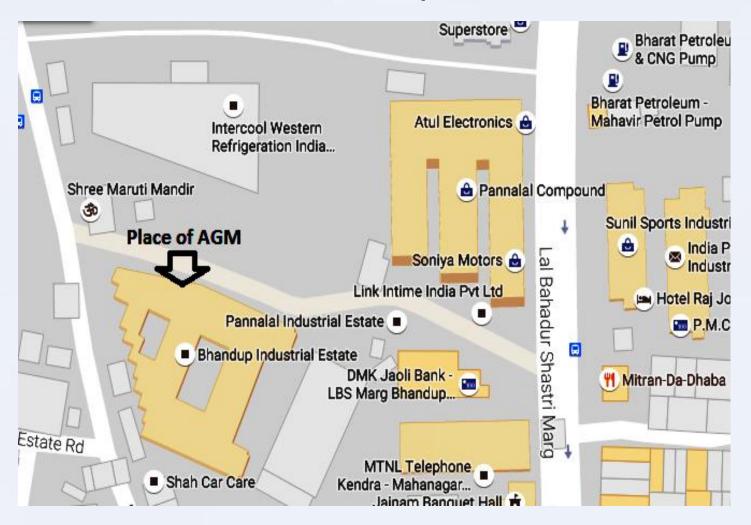
#### **E-COMMUNICATION REGISTRATION FORM**

Folio No. / DP ID and Client ID:	
Name of 1st Registered Holder:	
Name of Joint Holder(s):	
Registered Address:	
E-mail ID (to be registered):	
I/ We Member(s) of Premier Capital Services Limited agree the Company in electronic mode.	to receive communication from
Please register my above E-mail address in your records for sendi	ing communication through E-mail.
Date: Si	gnature:

**Note:** Member(s) are requested to provide the E-mail ID very carefully, as all the communication from the Company shall be sent to the E-mail ID provided through this form. The Shareholders are also requested to keep the Company informed as and when there is any change in the registered E-mail address.



## **Route Map**



#### **BOOK POST**

To,

If undelivered, please return to;

#### PREMIER CAPITAL SERVICES LIMITED

Corporate Office:

5/5-A, Navratan Bagh,

Off. Geeta Bhawan Square,

Behind Vishesh Hospital,

Indore (M.P.) 452001

Email: premiercapservices@gmail.com