

Regd. Office : 4, Bhima Vaitarna Complex,
Sir Pochkhanwala Road, Worli, Mumbai - 400030
Tel.: 0731-4241914, 2499910
E-mail : premiercapservices@gmail.com

**PREMIER CAPITAL
SERVICES LTD.**

CIN : L65920MH1983PLC030629



September 6, 2019

To,
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Rotunda Building, Dalal Street,
Mumbai – 400001

Sub: Submission of Annual Report along with Notice of the 36th Annual General Meeting of the Company for the Financial Year 2018-19.

Reference: Scrip Code: 511016 Scrip ID: PREMCAAP

Dear Sir/ Madam,

In compliance of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report along with Notice of the 36th Annual General Meeting of Premier Capital Services Limited to be held on Monday, September 30, 2019 at 10.00 A.M. at Unit No. 4089, 4th Floor, Bhandup Industrial Estate, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W) Mumbai, Maharashtra, 400078 for the Financial Year 2018-19.

This is for the information of the Exchange and members thereof.

Thank You
Yours truly,

For Premier Capital Services Limited


CS Pranjali Dubey
Company Secretary & Compliance Officer
M. No. A52179





**36TH ANNUAL REPORT
2018-19**

**PREMIER CAPITAL
SERVICES LIMITED**



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 (Resigned w.e.f.
16.08.2018)
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

COMPANY SECRETARY

Ms. Pranjali Dubey (Appointed w.e.f.
12.08.2019)

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: <http://premiercapitalservices.in/>

Phone: 0731- 2499910

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NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the members of Premier Capital Services Limited (CIN: L65920MH1983PLC030629) will be held on Monday, the 30th Day of September, 2019 at 10.00 a.m. at Unit No. 4089, 4th 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 receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, 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 re-appointment.
3. To consider and approve the appointment of M/s. SPARK & Associates, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C), as the Statutory Auditors of the Company and to fix their remuneration and to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and on recommendation of Audit Committee, M/s SPARK & Associates, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Bipin Zavar & Associates, Chartered Accountants, Mumbai (MH) (Registration No.121523W), to hold office from the conclusion of this Annual General Meeting until the conclusion of 41st Annual General Meeting of the Company to be held in the calendar year 2024, on such remuneration as may be agreed upon by the Board of Directors and the Auditors for each of the financial year separately on year to year basis."

SPECIAL BUSINESS:

4. To re-appoint Mr. Ashwani Kumar Bhat (DIN: 03380458) as an Independent Director of the Company for second term of five consecutive years and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashwani Kumar Bhat (DIN: 03380458), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts and things and deal with all such matters and take all such steps as may be necessary.

5. To re-appoint Mrs. Rashmi Ahuja (DIN: 03385181) as a Woman Independent Director of the Company for second term of five consecutive years and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Rashmi Ahuja (DIN: 03385181), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts and things and deal with all such matters and take all such steps as may be necessary.

By the order of Board of Directors
For Premier Capital Services Limited

Sd/-
Manoj Kasliwal
Director

Date : 03.09.2019
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/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL ONLY AND SUCH A PROXY/PROXIES 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. 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, 4 and 5 of the Notice, are annexed.
3. 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.
4. 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.
5. Members, Proxies and Authorised Representatives 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.
6. 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.
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 36th 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 23rd September, 2019 to 30th September, 2019 (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 Shareregistry (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 36th 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. Bipin Zavar, Chartered Accountants, Mumbai (MH) has been appointed as scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

The results along with the consolidated Scrutinizer's Report will be announced by the Chairman of the meeting on or after the 36th Annual General Meeting to be held on Monday 30th September, 2019. The result of the meeting will be communicated to the Stock Exchanges and will be placed on www.evotingindia.com & Company's website <http://premiercapitalservices.in/>

The instructions for shareholders voting electronically are as under:

- (i) The remote E-voting period begins on 27th September, 2019 (at 9.00 A.M.) and ends on 29th September, 2019 (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 24th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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 www.evotingindia.com 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> 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 remote-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 e-voting 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 www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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 to e-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 support@purvashare.com 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 support@purvashare.com 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	Mr. Ashwani Kumar Bhat	Mrs. Rashmi Ahuja
DIN	00345386	03380458	03385181
Date of Birth	23.04.1959	12.06.1952	08.04.1962
Date of Appointment	15.11.2010	29.09.2014	29.09.2014
Nationality	Indian	Indian	Indian
Qualifications	B. Com (Hons.)	M. Pharma	B.Ed
Expertise in specific functional areas	Experience in Accounts and Broking	Experience in Management	Experience in Accounts & Education
Relationship with other Directors of the Company	Wife of Mr. Manoj Kasliwal	None	None
Number of Shares held in the Company	61,44,880	Nil	Nil
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	None	None	None
Directorships in other Companies	Pumarth Infrastructure Private Limited	Oswal Trading Co. Private Limited	Nil
	Pumarth Properties & Holdings Private Limited		
	Pumarth Credit And Capital Limited		
	Pumarth Commodities Private Limited		
	Pumarth Meadows Private Limited		
	Pumarth Education Services Private Limited		
	Nishant Finance Pvt. Ltd.		

STATEMENT PURSUANT TO SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with rules made thereunder, no listed company can appoint or re-appoint individual/Proprietorship firm as auditor for more than one term of five consecutive years. In view of the same, the term of the existing Statutory Auditors, M/s. Bipin Zavar & Associates, Chartered Accountants, Mumbai (MH) (Registration No.121523W) is upto the conclusion of this Annual General Meeting (AGM). The Board of Directors has based on the recommendation of the Audit Committee, at its meeting held on September 03, 2019, proposed the appointment of M/s. SPARK & Associates, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this AGM till the conclusion of 41st Annual General Meeting of the Company to be held in the calendar year 2024 on such remuneration as may be agreed upon by the Board of Directors and the Auditors for each of the financial year separately on year to year basis.

Brief Profile of M/s. SPARK & Associates Chartered Accountants, is as under: -

- The firm was established in 1990 and has more than 28 years of experience.
- Firm has its presence in 4 states which includes 12 cities across India.
- The firm is managed by 13 Partners with a solid client base.
- The firm provides diversified professional services in the field of Audit, Taxation, and Advisory, Management Consulting, Startup and project based services, Accounting & Corporate Support.

M/s. SPARK & Associates, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C), have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 4 & 5

Mr. Ashwani Kumar Bhat (DIN: 03380458) and Mrs. Rashmi Ahuja (DIN: 03385181) was appointed as an Independent Non Executive Director of the Company by the members at the 31st Annual General Meeting of the Company held on 29th September, 2014 for a period of five consecutive years upto the conclusion of the 36th Annual General Meeting of the Company.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being eligible for re-appointment as an Independent Directors and offering themselves for re-appointment, is proposed to be re-appointed as an Independent Directors for second term of five consecutive years from the conclusion of this Annual General meeting of the Company till the conclusion of the 41st Annual General Meeting of the Company.

The Company has received notices under Section 160 of the Companies Act, 2013 from member(s) signifying intention to propose the candidature of the above persons for the office of Independent Director(s) of the Company. The Company has received declaration from the Independent Directors that they meet the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations. Further, they have also confirmed that they are not disqualified from being appointed as Directors under Section 164 of the said Act and have given their consent to act as a Director of the Company, being eligible for re-appointment as Independent Directors.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment as an Independent Directors for second term of five consecutive years with effect from conclusion of this Annual General meeting of the Company till the conclusion of the 41st Annual General Meeting of the Company, for the approval by the Members of the Company.

Except Mr. Ashwani Kumar Bhat and Mrs. Rashmi Ahuja, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 & 5 of the accompanying Notice of the AGM. Mr. Ashwani Kumar Bhat and Mrs. Rashmi Ahuja are not related to any Director of the Company.

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting their 36th 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, 2019.

1. FINANCIAL RESULTS:

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

Particulars	(Amount in Lacs.)	
	Year Ended 31 st March, 2019	Year Ended 31 st March, 2018
Total Revenue	6.27	7.49
Profit/(Loss) before Finance Cost, depreciation / amortisation expenses & Tax	2.26	(1.81)
Less: Finance Cost	(0.04)	0.05
Profit/ (Loss) before depreciation expenses & Tax	2.30	(1.86)
Less: Depreciation/ amortisation expenses	0.00	0.05
Profit/ (Loss) before tax	2.30	(1.91)
Less: Tax expenses	-	-
Profit/ (Loss) for the year	2.30	(1.91)

2. OPERATIONS AND STATE OF COMPANY'S AFFAIRS:

During the year under review, the company does not indulge itself into any business. The Total Revenue of the Company is Rs. 6.27 Lac and has incurred a net profit of Rs.2.30 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. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

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 the share capital of the Company.

5. DIVIDEND:

Your Directors do not recommend any dividend for the year ended 31st March, 2019.

6. TRANSFER TO RESERVES:

Your Directors do not proposed any amount to be transferred to the Reserves for the year ended 31st March, 2019.

7. DEPOSITS:

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 KEY MANAGERIAL PERSONNEL:

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) Resignation of Director:

Mr. Rajkumar Bhasin (DIN: 07101758) has resigned from the Directorship of the Company w.e.f. August 16, 2018. Your Directors place on record their appreciation for the invaluable guidance and services render during his tenure to the Company.

c) Re-appointment of Independent Directors:

Pursuant to the provisions of the Companies Act, 2013 ("the Act") and Clause 49 of the erstwhile Listing Agreement, Mr. Ashwani Kumar Bhat (DIN: 03380458) and Mrs. Rashmi Ahuja (DIN: 03385181) were appointed as an Independent Non-Executive Directors to hold office for five consecutive years for a term up to the conclusion of this Annual General Meeting of the Company by the Members at its 31st Annual General Meeting held on 29th September, 2014. They are eligible for re-appointment as an Independent Directors for second term of five consecutive years.

Pursuant to the provisions of the Act, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends for the approval of the Members through Special Resolution at the ensuing Annual General Meeting re-appointment of Mr. Ashwani Kumar Bhat (DIN:03380458) and Mrs. Rashmi Ahuja (DIN:03385181) as an Independent Directors for second term of five consecutive years from the conclusion of this Annual General Meeting of the Company till the conclusion of 41st Annual general meeting of the Company.

The Company has received notices under Section 160 of the Companies Act, 2013 from member(s) signifying intention to propose the candidature of the above persons for the office of Independent Director(s) of the Company. The Company has received declaration from the Independent Directors that they meet the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations. Further, they have also confirmed that they are not disqualified from being appointed as Directors under Section 164 of the said Act and have given their consent to act as a Director of the Company, being eligible for re-appointment as Independent Directors.

Profile and other information of the aforesaid Directors, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 forms part of the notice convening the ensuing Annual General Meeting. The

above proposal for re-appointment forms part of the Notice of the 36th Annual General Meeting and the relevant Resolutions are recommended for your approval therein.

As on 31st March, 2019, the Board of Directors of the company comprised of Four Directors including, Woman Director and two Non-executive Independent Directors. The Composition of Board is in conformity with the provisions of Companies Act, 2013 and Listing Regulations.

d) Key Managerial Personnels:

The Board of Directors at its Meeting held on August 12, 2019 appointed Ms. Pranjali Dubey as the Company Secretary (Key Managerial Personnel) and Compliance Officer of the Company w.e.f. August 12, 2019.

Mr. Rajendra Kumar Mungar – Chief Financial Officer, Mrs Deepti Dubey - Chief Executive Officer and Ms. Pranjali Dubey - Company Secretary and Compliance Officer are the Key Managerial Personnel of the Company as on the date of this report

e) 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 Committee, Nomination & Remuneration Committee and Shareholders Grievance Committee.

The performance evaluation of Independent Directors has been done by the Board of Directors excluding the directors being evaluated.

In a separate meeting of independent directors, performance of non-independent directors and performance of the Board as a whole was evaluated. The Nomination and Remuneration Committee reviewed the performance of the individual directors based on the criteria such as the contribution of individual directors on the Board of the Company.

11. NUMBER OF MEETINGS OF BOARD OF DIRECTORS :

Board Composition and Category of Directors

As on 31st March, 2019, the Board of Directors of the company comprised of Four Directors including, Woman Directors and two Non-executive Independent Directors. The Composition of Board is in conformity with the provisions of Companies Act, 2013 and Listing Regulations.

A calendar of Meetings is prepared and circulated in advance to the Directors. Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance

During the year under review 5 (five) Board Meetings were convened and held on May 30, 2018, August 14, 2018, August 31, 2018, November 13, 2018 and February 11, 2019. The intervening gap between the respective two Meetings was within the as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The requisite quorum was present at the all meetings of the Board. The attendance of the Directors at the Board Meetings is as under:

Sl. No.	Name of the Director	Category	Attendance Particulars		No. of other Directorship	Committee Position in other Companies		No. of Shares/Instruments held on 31 st March, 2019
			Board Meeting	Last AGM		Chairman	Member	
1.	Mr. Manoj Kasliwal	Promoters and	05	Yes	8	-	-	6144890
2.	Mrs. Sharda Manoj Kasliwal	Non-Executive Directors	05	Yes	7	-	-	6144880
3.	Mr. Ashwani Kumar Bhat	Independent	05	No	1	-	-	-
4.	Mrs. Rashmi Ahuja	and	05	No	-	-	-	-
5.	*Mr. Rajkumar Bhasin	Non-Executive Directors	02	NA	-	-	-	-

*Mr. Rajkumar Bhasin reigned w.e.f. 16.08.2018.

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.

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

For effective and efficient functioning of the Company the Board had established following committees for the year 2018-19:

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 members out of which two are Non Executive & Independent Directors and one is Promoter & Non Executive Director as on 31st March, 2019.

Meetings and Attendance

Four meetings of the Audit Committee of the company were held on May 30, 2018, August 14, 2018, November 13, 2018 and February 11, 2019.

As at 31st March, 2019, 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	2
Mrs. Rashmi Ahuja	Member	4
Mrs. Sharda Manoj Kasliwal	Member	2

*Mr. Rajkumar Bhasin has resigned w.e.f 16.08.2018.

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, alongwith the criteria for determination of remuneration of Directors, KMPs and other employees and their evaluation and includes other matters.

Composition:

The Committee comprise of three members out of which two are Non Executive & Independent Directors and one is Promoter & Non Executive Director as on 31st March, 2019.

Meetings and Attendance

As at 31st March, 2019, 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
Mr. Manoj Kasliwal	Member	Nil

*Mr. Rajkumar Bhasin has resigned w.e.f. 16.08.2018.

C. SHAREHOLDERS GRIEVANCES 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 Committee comprise of three members out of which two are Non Executive & Independent Directors and one is Promoter & Non Executive Director as on 31st March, 2019.

Meetings and Attendance

Four meetings of the Shareholder's/ Investor's Grievances Committee of the company were held on May 30, 2018, August 14, 2018, November 13, 2018 and February 11, 2019.

As at 31st March, 2019, 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	2
Mrs. Rashmi Ahuja	Member	4
Mr. Manoj Kasliwal	Member	2

*Mr. Rajkumar Bhasin has resigned w.e.f 16.08.2018.

Number of Complaints Received -----NIL-----

Compliance Officer

Mr. Rajendra Kumar Mungar was Compliance Officer until CS Pranjali Dubey was appointed as Company Secretary and Compliance Officer w.e.f. 12.08.2019.

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 on 11th February, 2019 inter alia to discuss:

- 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.

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, 2019 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, Maharashtra (Firm Registration No.121523W), the Statutory Auditors of the Company, hold office till the conclusion of the 36th Annual General Meeting of the Company. On recommendation of Audit Committee, the Board has proposed the appointment of M/s. SPARK & Associates, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C), as the Statutory Auditors of the Company in their place, for a term of five consecutive years, from the conclusion of this Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company. The company has received from M/s. SPARK & Associates, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C), an eligibility letter under section 141 of the Companies Act, 2013 and rules made thereunder that they are not disqualified. The members of the company authorized the board to fix the remuneration of Statutory Auditors for each of the financial year separately on year to year basis.

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 2019-20.

c) Cost Auditors;

Maintenance of cost records as specified by Central Government under sub section (1) of Section 148 of the Companies Act, 2013, is not applicable to the Company. Hence the Company is not required to appoint Cost Auditor during the year under report.

d) Internal Auditors;

M/s Sheetal Bala Bansal & Associates, Chartered Accountants (FRN: 013027C) Indore (MP) have been appointed as an Internal Auditors of the Company for the financial year 2018-19 by the Board of Directors at its Meeting held on 31st August, 2018.

17. AUDITOR'S REPORT:

a) Statutory Auditor's Report;

The observations made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

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".

The secretarial Audit Report contains following qualifications, reservation and adverse remark as follows:

- a) The website of the company "<http://premiercapitalservices.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) Corporate Governance under Regulation 27 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended 30.09.2018 and 31.12.2018 has been filed beyond fifteen days from the end of each quarter i.e. filed on 31.10.2018 and 29.01.2019 respectively.
- c) Disclosure by promoters under Regulation 30 (1) and 30(2) of [Securities and Exchange Board of India \(Substantial Acquisition of Shares and Takeovers\) Regulations, 2011](#) for the financial year ended 31.03.2018 and 31.03.2019 has been filed beyond seven working days from the end of the financial year i.e. filed on 24.04.2018 and 10.04.2019 respectively.
- d) The remote E-voting period should have started on 23rd September, 2018 (at 9.00 A.M.) and ended on 25th September, 2018 (at 5.00 P.M.). However, the remote e-voting period starts on 24th September, 2018 (at 07.30 P.M.) at CDSL e-voting platform and continues even after the conclusion of Annual General Meeting and finally ends on 26th September, 2018 (at 05.00 P.M.). As per the CDSL system, date of Annual General Meeting is appearing as 27th September, 2018, therefore the finalization of e-voting has been made on 27th September, 2018 at 11.11 A.M.

Also, voting result has been filed beyond the time period of forty eight hours from conclusion of Annual General Meeting i.e. on 09.10.2018 at 06: 25 P.M.

- e) Outcome of Board Meeting under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has not been filed for Board Meetings held on 30.05.2018, 14.08.2018, 13.11.2018 & 11.02.2019 and for Board Meeting dated 31.08.2018, has been filed beyond the time period of thirty minutes from conclusion of the Board Meeting.
- f) Notice of Board Meeting under Regulation 29 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has not been filed for Board Meeting dated 31.08.2018.
- g) Listing fees and other charges to be paid to Recognized Stock Exchanges under Regulation 14 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has not been paid for the financial year 2018-19 and 2019-20.
- h) Financial Results for 30th September, 2018 under Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been filed beyond forty five days from the end of each quarter i.e. filed on 28.11.2018.
- i) Financial Results for 31st March, 2018 under Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been filed beyond sixty days from the end of year i.e. filed on 06.06.2018.
- j) notice of meeting of the board of directors where financial results were discussed has not been published in newspaper and not intimated to stock exchange under Regulation 30 & 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- k) Newspaper Advertisement for Publication of Financial Results has not been published for the half year/quarter ended 30.09.2018 and 31.12.2018 under Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- l) Intimation for newspaper Advertisement for Publication of Financial Results has not been made to stock exchange under Regulation 30 & 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- m) Notice of Annual General Meeting and e-voting process has not been published in newspaper and has not intimated to stock exchange under Regulation 30 & 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- n) Announcement for resignation of Mr. Rajkumar Bhasin (DIN: 07101758), Director dated 16.08.2018 under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been filed beyond twenty four hours from occurrence of event i.e. on 24.08.2018.
- o) The company Secretary has resigned w.e.f 30.10.2017 and thereafter Company Secretary was appointed w.e.f 12.08.2019.

Management's Reply:

The Secretarial Audit Report for the financial year ended 31.03.2019 does not contain any qualifications or reservations by the Secretarial Auditor. The observations made in the report are self explanatory.

The delay/non-filing of returns/information/disclosures to the stock exchange/other statutory or regulatory authorities is due to absolute inadvertence and owing to gap in internal office information.

The management of the company has taken all necessary steps and actions to do proper and timely compliance. It assures to do timely compliance in future under various applicable acts & regulations. It also assures that rectifiable non-compliance in the financial year 2018-19 shall be rectified shortly.

The company has also appointed whole-time Company secretary cum compliance officer to do proper and timely compliance under various applicable acts & regulations.

18. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

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, 2019.

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

Your Directors have nothing to report on the aforesaid matters as your Company is not engaged in manufacturing activities and has no foreign collaboration and has not exported or imported any goods or services during the year.

Hence 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, 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 the 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 which highlights the Company's practices and risk management framework to identify, assess, monitor and mitigate various risks and manage the uncertainties to key business objectives and the Company's internal control systems are commensurate with the nature of its business and the size and complexity. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

25. INFORMATION PURSUANT TO RULE 5(2) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 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. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (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 2018-19, 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. SECRETARIAL STANDARDS:

During the period under review your Company has complied with all the procedure with respect to conduct Board Meeting, General Meeting and maintenance of Minutes and all other applicable secretarial standard time to time.

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;

Sl. No.	Name	Designation	Remuneration paid period ended 2018-19	Remuneration paid period ended 2017-18
1.	Mr. Rajendra Kumar Mungar	Chief Financial Officer	Rs. 1,45,000/- P.A.	Rs. 1,00,870/- P.A.
2.	Ms. Deepti Dubey	Chief Executive Officer	Rs. 1,45,000/- P.A.	Rs. 1,00,240/- P.A.

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:

Your Company is not required to submit Corporate Governance Report as the equity share capital and net worth of the Company is less than required limits as on the last date of the previous financial year. Provided that where the provision of the Act becomes applicable to the Company at a later date, the Company shall comply with the requirement within six month from the date on which the provisions become applicable to the Company.

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/-

Date : 03.09.2019
Place : Indore

Manoj Kasliwal
Chairman
(DIN: 00345241)

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

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:	M/s. Pumarth Credit and Capital Limited Common Directors
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 Brokerage to M/s. Pumarth Credit and Capital Limited.
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 brokerage on share trading to the Company Rs.6,460/- (Rupees Six Thousand Four Hundred Sixty Only)
e) Date of approval by the Board, if any;	30 May, 2018
f) Amount paid as advance, if any:	Nil

****The Board of Directors has taken note for the above mentioned transactions in the meeting held on 30 May, 2018.***

For and on behalf of the Board

Date : 03.09.2019
Place : Indore

Sd/-
Manoj Kasliwal
Chairman
(DIN: 00345241)

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019
[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 31st March, 2019 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 31st March, 2019 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 / The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (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).
 - i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- 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:

- p) The website of the company "<http://premiercapitalservices.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.
- q) Corporate Governance under Regulation 27 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended 30.09.2018 and 31.12.2018 has been filed beyond fifteen days from the end of each quarter i.e. filed on 31.10.2018 and 29.01.2019 respectively.
- r) Disclosure by promoters under Regulation 30 (1) and 30(2) of [Securities and Exchange Board of India \(Substantial Acquisition of Shares and Takeovers\) Regulations, 2011](#) for the financial year ended 31.03.2018 and 31.03.2019 has been filed beyond seven working days from the end of the financial year i.e. filed on 24.04.2018 and 10.04.2019 respectively.

- s) The remote E-voting period should have started on 23rd September, 2018 (at 9.00 A.M.) and ended on 25th September, 2018 (at 5.00 P.M.). However, the remote e-voting period starts on 24th September, 2018 (at 07.30 P.M.) at CDSL e-voting platform and continues even after the conclusion of Annual General Meeting and finally ends on 26th September, 2018 (at 05.00 P.M.). As per the CDSL system, date of Annual General Meeting is appearing as 27th September, 2018, therefore the finalization of e-voting has been made on 27th September, 2018 at 11.11 A.M.

Also, voting result has been filed beyond the time period of forty eight hours from conclusion of Annual General Meeting i.e. on 09.10.2018 at 06:25 P.M.

- t) Outcome of Board Meeting under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has not been filed for Board Meetings held on 30.05.2018, 14.08.2018, 13.11.2018 & 11.02.2019 and for Board Meeting dated 31.08.2018, has been filed beyond the time period of thirty minutes from conclusion of the Board Meeting.
- u) Notice of Board Meeting under Regulation 29 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has not been filed for Board Meeting dated 31.08.2018.
- v) Listing fees and other charges to be paid to Recognized Stock Exchanges under Regulation 14 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has not been paid for the financial year 2018-19 and 2019-20.
- w) Financial Results for 30th September, 2018 under Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been filed beyond forty five days from the end of each quarter i.e. filed on 28.11.2018.
- x) Financial Results for 31st March, 2018 under Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been filed beyond sixty days from the end of year i.e. filed on 06.06.2018.
- y) notice of meeting of the board of directors where financial results were discussed has not been published in newspaper and not intimated to stock exchange under Regulation 30 & 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- z) Newspaper Advertisement for Publication of Financial Results has not been published for the half year/quarter ended 30.09.2018 and 31.12.2018 under Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- aa) Intimation for newspaper Advertisement for Publication of Financial Results has not been made to stock exchange under Regulation 30 & 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- bb) Notice of Annual General Meeting and e-voting process has not been published in newspaper and has not intimated to stock exchange under Regulation 30 & 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

cc) Announcement for resignation of Mr. Rajkumar Bhasin (DIN: 07101758), Director dated 16.08.2018 under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been filed beyond twenty four hours from occurrence of event i.e. on 24.08.2018.

dd) The company Secretary has resigned w.e.f 30.10.2017 and thereafter Company Secretary was appointed w.e.f 12.08.2019.

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: 31.08.2019
Place: Indore

Sd/-
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 31st March, 2019)

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 31st March, 2019 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: 31.08.2019

Place: Indore

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

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:
 - i) attract and motivate talent to pursue the Company's long term growth;
 - ii) demonstration a clear relationship between executive compensation and performance; and
 - iii) 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.

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2019

[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 th 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. NO.	Name And Address of The Company	CIN/GL N	Holding/ Subsidiary	% of shares held	Applicable 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 during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a) Individual/HUF	14824620	Nil	14824620	40.00	14824620	Nil	14824620	40.00	Nil
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt. (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other....	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) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total(A)(2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter(A) = (A)(1) + (A)(2)	14824620	Nil	14824620	40.00	14824620	Nil	14824620	40.00	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds/Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt. (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Venture Capital funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FII's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture 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									
a) Bodies Corp.									
i) Indian	7280662	450	7295112	19.68	7280662	450	7295112	19.68	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2093367	107800	2201167	5.94	1867913	107800	1975713	5.33	(0.61)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	10930816	-	10930816	29.49	11160465	-	11160465	30.11	0.61
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	Nil	10	0.00	Nil

Clearing Members	9195	Nil	9195	.02	5000	Nil	5000	.02	Nil
Sub-total(B)(2):-	22114050	122250	22236300	0.00	22114050	122250	22236300	0.00	
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 GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total(A+B+C)	6938670	122250	37060920	100	6938670	122250	37060920	100	Nil

(ii) Shareholding of Promoters:

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			Shares of % change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
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):

Sl. No.	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Share holding at the Beginning of the year		Cumulative Shareholding During the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	MANOJ KASLI WAL				
	At the beginning of the year	6144890	16.58	6144890	16.58
		No Change in the Shareholding during the Year			
	At the End of the year	6144890	16.58	6144890	16.58
2	SHARDA MANOJ KASLI WAL				
	At the beginning of the year	6144880	16.58	6144880	16.58
		No Change in the Shareholding during 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 Change in the Shareholding during 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):

Sl. No.	Shareholders Name For Each of the Top 10 Shareholders	Shareholding at the beginning of the year/ end of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.17 to 31.03.18)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Aarti Singal	1800000	4.86	01.04.2018	-	-	-	-
		1800000	4.86	31.03.2019	-	-	1800000	4.86
2	Sanjay Singal (HUF)	1800000	4.86	01.04.2018	-	-	-	-
		1800000	4.86	31.03.2019	-	-	1800000	4.86
3	Aniket Singal	1800000	4.86	01.04.2018	-	-	-	-
		1800000	4.86	31.03.2019	-	-	1800000	4.86
4	Sanjay Singal	1800000	4.86	01.04.2018	-	-	-	-
		1800000	4.86	31.03.2019	-	-	1800000	4.86
5	Usha Ajay	825600	2.23	01.04.2018	-	-	-	-
		825600	2.23	31.03.2019	-	-	825600	2.23
6	Mansi Bhupesh Jain	800000	2.16	01.04.2018	-	-	-	-
		800000	2.16	31.03.2019	-	-	800000	2.16
7	Khyati Piyush Jain	800000	2.16	01.04.2018	-	-	-	-
		800000	2.16	31.03.2019	-	-	800000	2.16
8	Ajay Kalyanji	585000	1.58	01.04.2018	-	-	-	-
		585000	1.58	31.03.2019	-	-	585000	1.58
9	Progress Infraestate Pvt Ltd	458598	1.24	01.04.2018	-	-	-	-
		458598	1.24	31.03.2019	-	-	458598	1.24
10	Lagan Dealtrade Pvt Ltd	444754	1.20	01.04.2018	-	-	-	-
		444754	1.20	31.03.2019	-	-	444754	1.20

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	MANOJ KASLIWAL -DIRECTOR				
	At the beginning of the year	61,44,890	16.58	61,44,890	16.58
		No Change in the Shareholding during the Year			
	At the End of the year	61,44,890	16.58	61,44,890	16.58
2	SHARDA MANOJ KASLIWAL-DIRECTOR				
	At the beginning of the year	61,44,880	16.58	61,44,880	16.58
		No Change in the Shareholding during the Year			
	At the End of the year	61,44,880	16.58	61,44,880	16.58
3	ASHWANI KUMAR BHAT-DIRECTOR				
	At the beginning of the year	Nil	Nil	Nil	Nil
		Nil			
	At the End of the year	Nil	Nil	Nil	Nil
4	RASHMI AHUJA – DIRECTOR				
	At the beginning of the year	Nil	Nil	Nil	Nil
		Nil			
	At the End of the year	Nil	Nil	Nil	Nil
5	*RAJKUMAR BHASIN - DIRECTOR				
	At the beginning of the year	Nil	Nil	Nil	Nil
		Nil			
	At the End of the year	Nil	Nil	Nil	Nil
6	RAJENDRA KUMAR MUNGAR - CFO				
	At the beginning of the year	25000	0.067	25000	0.067
		No Change in the Shareholding during the Year			
	At the End of the year	25000	0.067	25000	0.067
7	DEEPTI DUBEY- CEO				
	At the beginning of the year	31500	0.084	31500	0.084
		No Change in the Shareholding during the Year			
	At the End of the year	31500	0.084	31500	0.084

*Mr. Rajkumar Bhasin resigned w.e.f. 16.08.2018

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	-	40,000	-	40,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	40,000	-	40,000
Change in Indebtedness during the financial year				
Addition	-	60,000	-	60,000
Reduction	-	1,00,000	-	1,00,000
Net Change Indebtedness	-	40,000	-	40,000
At the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: (Rs. In Lakhs)

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Manoj Kasliwal	Sharda Manoj Kasliwal	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 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			
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)

Sl.No.	Particulars of Remuneration	Name of Directors		Total Amount
		Ashwani Kumar Bhat	Rashmi Ahuja	
1	Independent Directors Fee for attending board / committee meetings			
	Commission			
	Others, please specify			
	Total (1)			
2	Other Non-Executive Directors			
	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)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CFO	CEO	Company Secretary	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,45,000	1,45,000	Nil	2,90,000
	(b) Value of perquisites u/s 17(2) Income-tax 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)	1,45,000	1,45,000	Nil	2,90,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board

Date: 03.09.2019
Place: Indore

Sd/-
Manoj Kasliwal
Chairman
(DIN: 00345241)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Global economic growth has been estimated in the range of 1.5% - 2.0%. 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 7.2% in 2018-19, followed by further acceleration to 7.5% in 2019-20.

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 31st March, 2019 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.

CEO/CFO CERTIFICATION

As required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year 2018-19.

- 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: 03.09.2019
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

DECLARATION ON COMPLIANCE OF COMPANY'S CODE OF
CONDUCT

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the company has obtained from all the Members of the Board and senior management personnel, affirmations that they have complied with the code of conduct in respect of financial year ended on March 31, 2019.

For and on behalf of the Board of Directors

Sd/-
Manoj Kasliwal
Director
(DIN: 00345241)

Date: 03.09.2019
Place: Indore

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34 (3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of the Premier Capital Services Limited having (CIN: L65920MH1983PLC030629) and having registered office at 4, Bhima Vaitarna Complex, Sir Pochkhanwala Road, Worli, Mumbai (MH) 400030 (hereinafter referred as 'the company'), produced before me by the company for the purpose of issuing this certificate, in accordance with Regulation 34 (3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the company and its officers, I hereby certify that none of the directors on the Board of the company as stated below for the financial year ending 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Director of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.No.	Name of Director	DIN	Date of appointment in the company
1.	Manoj Kasliwal	00345241	15/11/2010
2.	Sharda Manoj Kasliwal	00345386	15/11/2010
3.	Ashwani Kumar Bhat	03380458	28/12/2010
4.	Rashmi Ahuja	03385181	28/12/2010

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

Date: 31.08.2019
Place: Indore

Sd/-
Dinesh Kumar Gupta
Practicing Company Secretary
(M No 5396 | CP No. 4715)

INDEPENDENT AUDITORS' REPORT

To
The Members of Premier Capital Services Limited

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of Premier Capital Services Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('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 March 31, 2019, its Profit and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 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 March 31, 2019 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2019 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 Auditor's 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;
- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - c. 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 : 30/05/2019

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

Annexure "A" to the Independent Auditor's Report*

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of Premier Capital Services Limited of even date)

- 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 2019 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 Statute	Nature of Dues	Amount (in ')	Period to which the amount relates	Forum where dispute is pending
Income Tax	Income Tax and Interest	1,74,11,310.00/-	Assessment Year 2013-14	CIT (A), Mumbai
Income Tax	Income Tax and Interest	3,11,090.00/-	Assessment Year 2014-15	CIT (A), Mumbai
Income Tax	Income Tax and Interest	1,55,73,740.00/-	Assessment Year 2012-13	ITAT Mumbai*

* The income tax department has preferred an appeal against the CIT (A) order dated 24/03/2017 in ITAT, hearing of the same is still pending in ITAT.

- 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
Date: 30/05/2019

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

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of Premier Capital Services Limited of even date)

Report on the internal financial controls over financial reporting 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 at March 31, 2019, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The board of directors of the Company 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. 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, 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 internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 auditor's judgement, including the assessment of the risks of material misstatement in 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 control 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 of 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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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
Date: 30/05/2019

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

Premier Capital Services Limited (CIN: L65920MH1983PLC030629)
Standalone Statement of Assets and Liabilities as at 31/03/2019

(Rs. In Lakhs)

Sr. No.	Particulars	Notes	As at 31.03.2019 (Audited)	As at 31.03.2018 (Audited)
I	ASSETS			
1	Non Current Assets			
	(a) Property, Plant and Equipment	2	0.02	0.02
	(b) Financial Assets		-	-
	(i) Investment	3	1,963.02	1,996.89
	(ii) Loans	4	21.20	4.51
	(c) Deffered Tax Assets (net)	5	3.40	3.40
	Sub-Total - Non Current Assets:		1,987.64	2,004.82
2	Current Assets			
	(a) Inventories		-	-
	(a) Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	6	38.72	80.47
	(iii) Cash and cash equivalents	7	0.89	16.37
	(b) Other Current assets	8	-	0.06
	Sub-Total - Current Assets:		39.61	96.90
	TOTAL ASSETS		2,027.25	2,101.73
II	EQUITY AND LIABILITIES			
1	EQUITY			
	Equity Share Capital	9	370.61	370.61
	Other Equity			
	Reserves and surplus	10	1,653.79	1,685.36
	Sub-Total - Shareholders' Funds:		2,024.40	2,055.97
2	LIABILITIES			
	Non current Liabilities			
	(a) Financial Liabilities			
	(b) Provision			-
	(b) Deffered 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	2.85	45.36
	(c) Provision			-
	(d) Current tax liabilities (Net)			-
	Sub-Total - Current Liabilities:		2.85	45.76
	TOTAL - EQUITY AND LIABILITIES		2,027.25	2,101.73
	Summary of Significant Accounting Policies	1		

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 : 30/05/2019

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

Sd/-
Manoj Kasliwal
Director
DIN:00345241

Sd/-
Sharda Kasliwal
Director
DIN:00345386

Sd/-
Rajendra K. Mungar
Chief Financial officer

Sd/-
Deepti Dubey
Chief Executive Officer

Premier Capital Services Limited (CIN: L65920MH1983PLC030629)**Standalone Statement of Profit and Loss for the year ended 31/03/2019****(Rs. In Lakhs)**

Sr. No.	Particulars	Notes	Year to date figures	
			31.03.2019 (Audited)	31.03.2018 (Audited)
I	Revenue from Operations			
	Net Sals/Income from Operations	13	0.00	0.00
II	Other Income	14	6.27	7.49
III	Total Revenue		6.27	7.49
IV	Expenses			
	Cost of materials consumed		0.00	0.00
	Purchases of Stock-in-Trade		0.00	0.00
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress		0.00	0.00
	Employee benefits expenses	15	2.90	2.54
	Finance costs	16	-0.04	0.05
	Depreciation and amortization expenses		0.00	0.05
	Other expenses	17	1.11	6.76
	Total expenses (IV)		3.97	9.40
V	Profit/(Loss) before exceptional items & tax (III-IV)		2.30	-1.91
VI	Exceptional Items (+ or -)		0.00	0.00
VII	Profit Before Tax (V -VI)		2.30	-1.91
8	Exceptional Items		-	-
9	Profit/(Loss) from ordinary activities before tax (7+8)		2.30	-1.91
VIII	Less: Tax Expense		0.00	0.00
	- (Reversal) / charge of earlier year		-	-
IX	Net Profit/(Loss) for the period from continuing operations		2.30	-1.91
X	Other Comprehensive Income / (Expense) net of taxes			
i	Remeasurement gains/ (losses) and Interest on it		-33.87	-9.76
XI	Total comprehensive income/(expenses) net of taxes		-31.57	11.68
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 annualised)	18	0.01	(0.01)
XIV	Basic and Diluted Earnings Per Share (EPS) (after Extra ordinary item) of Re.1 each not annualised.		(0.09)	(0.03)
Summary of Significant Accounting Policies		1		

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 : 30/05/2019

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

Sd/-
Manoj Kasliwal
Director
DIN:00345241

Sd/-
Rajendra K. Mungar
Chief Financial officer

Sd/-
Sharda Kasliwal
Director
DIN:00345386

Sd/-
Deepti Dubey
Chief Executive Officer

PREMIER CAPITAL SERVICES LIMITEDNotes to Financial Statement for the year ended 31st March 2019Note 1SUMMARY 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 Lacks, 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.

Premier Capital Services Limited (CIN: L65920MH1983PLC030629)

Notes to Financial Statements ended 31/03/2019

2. Property, Plant and Equipment:

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Balance as at 01-04-18	Addition	Deletions	Balance as at 31-03-19	Balance as at 01-04-18	Depreciation	Deduction	Balance as at 31-03-19	Balance as at 31-03-19	Balance as at 31-03-18
Computers	0.17	0.00	0.00	0.17	0.14	0.00	0.00	0.14	0.02	0.02
TOTAL	0.17	0.00	0.00	0.17	0.14	0.00	0.00	0.14	0.02	0.02
Previous Year	0.17	0.00	0.00	0.17	0.09	0.05	0.00	0.14	0.02	0.00

Premier Capital Services Limited (CIN: L65920MH1983PLC030629)			
Notes to Financial Statements ended 31/03/2019			
			(Rs. In Lakhs)
3	NON-CURRENT INVESTMENTS	2019	2018
	(Investment in Equity Shares)	₹	₹
	(Quoted)		
	Aqua Logistics Ltd	5.71	5.71
	Entegra Ltd	4.27	4.27
	Safal Herbs Ltd (Parikh Herbal Ltd)	86.25	86.25
	Skil Infrastructure Pvt Ltd	5.06	5.06
	Bajaj Auto Ltd	0.38	0.38
	Sujana Towers Ltd	37.08	37.08
	Trygin	3.40	3.40
	Vakrangee Ltd	12.08	12.08
	TVS Electronics Ltd	0.31	0.31
	Less Changes in Fair Value	(138.71)	(104.84)
		15.82	49.69
	(Unquoted)		
	Pumarth Infrastructure Pvt Ltd	1,387.20	1,387.20
	Pumarth Properties & Holdings Pvt Ltd	350.00	350.00
	Pumarth Meadows Pvt Ltd	210.00	210.00
		1,947.20	1,947.20
	TOTAL ₹	1,963.02	1,996.89
4	LONG TERM LOANS AND ADVANCES	2019	2018
	<u>Unsecured, Considered Good</u>		
	Tax Payments (Net of Provision)	4.28	4.28
	Income Tax Demand	16.92	0.23
	TOTAL ₹	21.20	4.51
5	DEFERRED TAX	2019	2018
	Loss as per P&L A/c	-	1.91
	TOTAL ₹	0.00	1.91
	Deferred Tax Asset for the year	3.40	3.40
6	TRADE RECEIVABLES	2019	2018
	Trade receivables outstanding for a period more than six months from the date they are due for payment	-	15.73
	Trade receivables outstanding for a period less than six months from the date they are due for payment	38.72	64.74
	TOTAL ₹	38.72	80.47

7	CASH AND CASH EQUIVALENTS	2019	2018
	Cash on Hand	0.76	0.77
	<u>Balance with Banks</u>		
	In current accounts	0.13	15.61
	TOTAL ₹	0.89	16.37
8	Other Current asset	2019	2018
	Misc Expenditure (to the extent not written off)	-	0.06
	TOTAL ₹	-	0.06

9	EQUITY SHARE CAPITAL		
	Authorised		
	250,000,000 Equity Shares of ₹ 1/- each	2,500.00	2,500.00
	(31/03/2018: 250,000,000 Equity Shares of ₹ 1/- each)	2,500.00	2,500.00
	Issued		
	37,060,920 Equity Shares of ₹ 1 /-each	370.61	370.61
	(31/03/2018: 37,060,920 Equity Shares of ₹ 1/- each)	370.61	370.61
	Subscribed & fully paid up		
	37,060,920 Equity Shares of ₹ 1 /-each	370.61	370.61
	(31/03/2018: 37,060,920 Equity Shares of ₹ 1/- each)	370.61	370.61
	A) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period		
	Balance at the beginning of the year	370.61	370.61
	Issued during the year	0.00	0.00
	Split during the year	0.00	0.00
	Balance at the end of the year	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:				
		Name of Shareholder	% of Holding	% of Holding
	1	Dalip Kumar	6.84	6.84
	2	Manoj Kasliwal	16.58	16.58
	3	Sharda Kasliwal	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		2019	2018
	<u>A) GENERAL RESERVE</u>			
	Balance as per last Financial Statement		5.96	5.96
	Add /Less:- Balance transferred during the year		0	-
	<i>Balance transferred to Balance Sheet</i>		5.96	5.96
	<u>B) CAPITAL RESERVE</u>			
	Balance as per last Financial Statement		35	35.00
	Add /Less:- Balance transferred during the year		0	-
	<i>Balance transferred to Balance Sheet</i>		35.00	35.00
	<u>C) PROFIT AND LOSS ACCOUNT</u>			
	Balance as per last Financial Statement		-300.06	-288.39
	Add:- Profit for the year		-31.57	(11.68)
	Fair Value Change			
	<i>Balance transferred to Balance Sheet</i>		-331.64	-300.06
	<u>D) SECURITIES PREMIUM</u>			
	Balance as per last Financial Statement		1944.47	1,944.47
	Add:- Received during the year		0	-
	<i>Balance transferred to Balance Sheet</i>		1,944.47	1,944.47
	<i>Changes in fair value</i>			
	TOTAL		1,653.79	1,685.36

11	Borrowings		2019	2018
	Unsecured Laon		-	0.40
	TOTAL		-	0.40
12	OTHER CURRENT LIABILITIES		2019	2018
	a) TDS Payable		0	-
	b) Secretarial Audit Fees Payable		0.75	0.50
	c) Internal Audit Fees Payable		0.60	0.60
	d) Audit Fees Payable		1.50	1.20
	e) Open position MTM		-	43.06
	TOTAL		2.85	45.36

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 : 30/05/2019

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

Sd/-
Manoj Kasliwal
Director
DIN:00345241

Sd/-
Sharda Kasliwal
Director
DIN:00345386

Sd/-
Rajendra K. Mungar
Chief Financial officer

Sd/-
Deepti Dubey
Chief Executive Officer

Premier Capital Services Limited (CIN: L65920MH1983PLC030629)
Cash Flow Statement for the year ended 31/03/2019

(Rs. In Lakhs)

PARTICULARS	As At 31-03-2019	As At 31-03-2018
<u>Cash Flow from Operating Activities</u>	2.30	-1.91
'Net Profit before Tax		
<u>Adjustment for :</u>	-	-
'Depreciation	0.00	0.05
Preliminary Expenses Writtenoff	0.00	3.85
'Dividend Income	(0.57)	(0.01)
'Operating Profit before Working Capital changes	1.73	1.98
<u>Changes in Working Capital:</u>	-	-
'Trade & Other receivables	41.75	(66.28)
'Other Current asset	0.06	(0.06)
'Trade Payable	(42.51)	42.48
'Cash generated from Operation	1.04	(21.88)
Less :		
'Taxes Paid	(16.69)	-
Net Cash from Operating Activities	(15.65)	(21.88)
<u>Cash Flow from Investing Activities</u>	-	-
'Capital Expenditure	-	-
'Sale of fixed Assets	-	-
'(Purchase)/ Sale of Investments	-	12.35
'Profit on Sale of Investment	-	-
'Dividend received	0.57	0.01
'Net Cash from Investing Activities	0.57	12.36
<u>Cash Flow from Financing Activities</u>	-	-
'Repayment of Long Term Loan	-	-
'Short Term borrowings	(0.40)	0.40
'Dividend Paid	-	-
'Interest Expenses	-	-
'Net Cash from Financing Activities	(0.40)	0.40
Net decrease in cash & cash Equivalents (A+B+C)	(15.48)	(9.12)
Opening Balance of Cash & Cash Equivalents	16.37	25.50
Closing Balance of Cash & Cash Equivalents	0.89	16.38

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 : 30/05/2019

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

Sd/-
Manoj Kasliwal
Director
DIN:00345241

Sd/-
Sharda Kasliwal
Director
DIN:00345386

Sd/-
Rajendra K. Mungar
Chief Financial officer

Sd/-
Deepti Dubey
Chief Executive Officer

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

36TH ANNUAL GENERAL MEETING

I / We hereby record my/our presence at the 36th Annual General Meeting of the Company to be held on Monday, the 30th Day of September, 2019 at 10.00 a.m. at Unit No. 4089, 4th Floor, Bhandup Industrial Estate, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W) Mumbai, Maharashtra, 400078.

Folio No./DP ID-client ID.....

Full name of Shareholder in block letter.....

No. Share held.....

Name of proxy (if any) in block letter.....

Signature of member/proxy/representative*

*strike out whichever is not applicable

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 2018-19 and the Notice of the 36th Annual 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 2018-19 and the Notice of the 36th Annual 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 36th 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]

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

Name of Member(s)		E-Mail id	
Registered Address		Member's Folio No./ DP ID-Client ID	

I/We being the member(s) of _____ shares of the above named company hereby appoint:

1) Name: Address:

..... Email-Id..... Signature..... or failing him;

2) Name: Address:

..... Email-Id..... Signature..... or failing him;

3) Name: Address:

..... Email-Id..... Signature..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company to be held on Monday, the 30th Day of September, 2019 at 10.00 a.m. at Unit No. 4089, 4th Floor, Bhandup Industrial Estate, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W) Mumbai, Maharashtra, 400078 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	*Vote	
		For	Against
Ordinary Business			
1.	To consider and adoption of Audited Financial Statements and Reports thereof for the year ended 31st March, 2019.		
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 consider and approve the appointment of M/s. SPARK & Associates, Chartered Accountants, Indore (M.P.) (Firm Registration No. 005313C), as the Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
4.	To re-appoint Mr. Ashwani Kumar Bhat (DIN: 03380458) as an Independent Director of the Company for second term of five consecutive years.		
5.	To re-appoint Mrs. Rashmi Ahuja (DIN: 03385181) as a Woman Independent Director of the Company for second term of five consecutive years.		

Affix
Revenue
Stamp
here

Signed this _____ day of _____ 2019.

Signature of the shareholder _____

Signature of the Proxy holder(s) _____

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 36th 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):

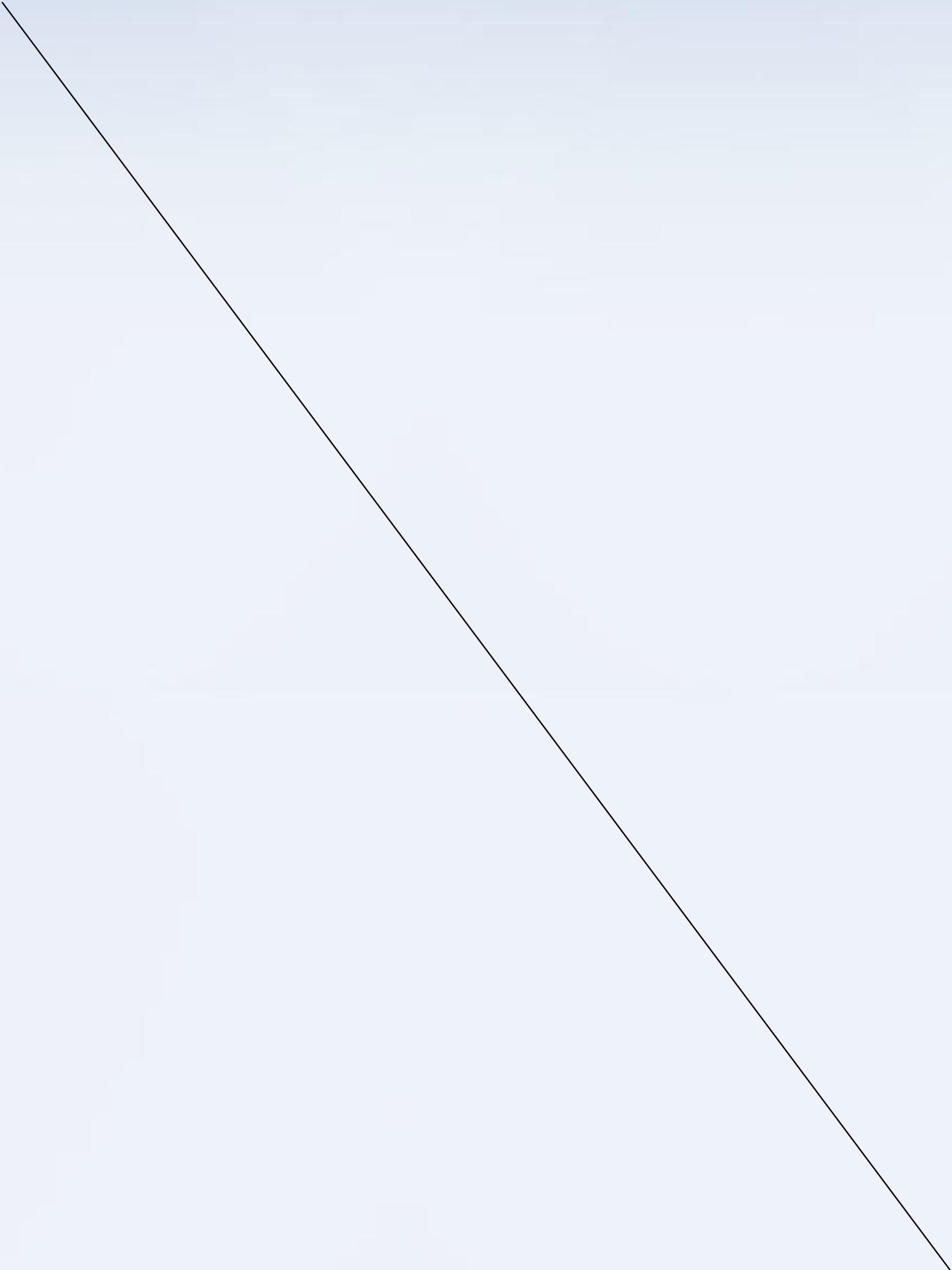
I/ We Member(s) of Premier Capital Services Limited agree to receive communication from the Company in electronic mode.

Please register my above E-mail address in your records for sending communication through E-mail.

Date:

Signature:

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