

**25<sup>th</sup>**

**Annual Report 2016-2017**



*Premium*

**PREMIUM  
CAPITAL MARKET &  
INVESTMENTS LIMITED**



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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

**Auditors** : **Airen & Saluja**  
Chartered Accountants  
310, Shagun Arcade,  
Above U Turn Show Room,  
Vijay Nagar Square, A B Road  
Indore (M.P)

**Secretarial Auditor** : **CS Priyanka Jain**  
Practicing Company Secretary  
125, Sunrise Tower,  
579, M.G.Road Indore  
Tel:- 0731-4044427

**Registered Office** : 401, Starlit Tower, 4th Floor  
29, Y.N. Road,  
Indore (M.P) - 452003  
Tel: 2536127, 2433348  
Fax: (0731) 4066309

**Registrar & Share Transfer Agent** : **Ankit Consultancy Pvt. Ltd.**  
60, Electronic Complex,  
Pardeshipura,  
Indore (M.P) 452010  
Tel.: 0731-4281333,  
Fax: 0731-4065798



## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

### NOTICE

NOTICE is hereby given that 25th Annual General Meeting of the Premium Capital Market and Investments Limited will be held at 401, Starlit Tower, 4th Floor, 29 Y. N. Road, Indore (M.P.) - 452003, on Thursday, 28th Day of September, 2017 at 10.00 A.M. to transact the following business:

#### I. ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a director in place of Mr. Sudarshan Kumar Bandi (holding DIN 00789385), who retires by rotation and being eligible offers himself for re-appointment.

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sudarshan Kumar Bandi (holding DIN 00789385), who retires by rotation from the Board of Directors and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and whose office shall be liable to retire by rotation.”

- 3) To appoint Statutory Auditor :

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

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) **M/s VISHAL PALIWAL AND ASSOCIATES**, Chartered Accountants, (Firm Registration No. 011145C) be and is hereby appointed as the Statutory Auditors of the Company , in place of the retiring Auditors of the Company **M/s Airen & Saluja**, Chartered Accountants, Indore (ICAI Firm Registration No. 004588C), to hold office for a term of 5 (Five) years, from the conclusion of this Annual General Meeting until the conclusion of 30th Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting, as may be applicable), at a remuneration to be determined by the Board of Directors of the Company, in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

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

Special Business:

There is no Special Business for the 25th Annual General Meeting.

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

**Place:** Indore

**Date:** 28.08.2017

**Registered office**

401, Starlit Tower, 4th Floor

29 Y.N. Road, Indore (M.P.) 452003

**S. K. Bandi**

**DIN: 00789385**

**Director/Chairman**



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### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THIS ANNUAL GENERAL MEETING.
2. Register of Member and Share Transfer Book of the Company will remain closed from 22-09-17 to 28-09-17 (both day inclusive)
3. a) Members are requested to notify immediately any change of address;
  - (i) to their Depository Participants (DPs) in respect of their electronics share account ;and
  - (ii) to the Company's Share Transfer Agents in respect of their physical share folios, if any.
4. Non-resident Indian Shareholders are requested to inform Share Transfer Agent immediately:
  - a) the change in the residential status on return to India for permanent settlement .
  - b) the particulars of NRE Account with a Bank in India .if not furnished earlier.
5. All documents referred to in accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturday between 11.00 A.M.to 1.00 P.M.
6. In all correspondence with the company members are requested to quote their folio number and in case shares are held in electronic form, they should quote Client ID and DP ID Number.
7. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folio together with the share certificate for consolidating their holding in one folio. The share certificate will be returned to the members after making requisite changes thereon.
8. Members desired of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so the information required may be available at the Meeting.
9. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members /investors having their depository account. The ISIN No. for the Equity Share of the Company is INE 555D01019. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agent Ankit Consultancy Pvt. Ltd, 60, Electronic Complex, Pardesipura, Indore (M.P)
10. As per the provisions of the Companies Act, 2013 facility for making nominations is available to INDIVIDUALS holding shares in the Company. Therefore the shareholders holding share certificate in physical form and willing to avail this facility may make nomination Form-SH13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
11. Pursuant to the requirements on Corporate Governance under clause 49 of the listing agreement entered into stock exchange and as per SEBI (LODR) Regulations, 2015 the information about directors proposed to be appointed or re-appointment is attached hereto.
12. Members who hold shares in dematerialized form are requested to inform their Client ID and DP ID number for easier identification for attendance at the meeting.
13. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail benefit of dematerialization.



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

14. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those members whose email addresses are registered with the company or the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. To support the “Green Initiative”, the members who have not registered their email addresses are requested to register the same with Registrar of the Company/ Depositories.

### **STATEMENT REGARDING THE DIRECTORS PROPOSED FOR APPOINTMENT /RE-APPOINTMENT:**

<b>NAME AND DESIGNATION OF APPOINTEE</b>	<b>AGE / YEARS</b>	<b>QUALIFICATIONS</b>	<b>EXPERTISATION /EXPERIENCE</b>	<b>DATE OF RE-APPOINTMENT / APPOINTMENT</b>	<b>OTHER DISECTORSHIP HELD</b>
Mr. Sudarshan Kumar Bandi	69	B. Com, FCA	Finance & Management	01/07/1992	Three

### **Shareholder Instructions for E-Voting**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 44 of the SEBI (LODR) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot 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 ballot paper.
- III. 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.
- IV. The remote e-voting period commences on 25th September, 2017 (9:00 am) and ends on 27th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- Open email and open PDF file viz; “pcmil.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - Click on Shareholder - Login
  - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - Password change menu appears. Change the password/PIN with new password of your choice with



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minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select “EVEN” of “Premium Capital Market & Investments Ltd.”.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to [cspriya25@gmail.com](mailto:cspriya25@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM  
EVEN (Remote e-voting Event Number)      USER ID      PASSWORD/PIN
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use “*Forgot User Details/Password?*” or “*Physical User Reset Password?*” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ ClientID).
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+ Folio No).
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user



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ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Priyanka Jain, Practicing Company Secretary (Membership No. 35712) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board of Directors

**Premium Capital and Investments Limited**

**Place:** Indore

**Date:** 28.08.2017

**Registered office**

401, Starlit Tower, 4th Floor

29 Y.N. Road, Indore (M.P.) 452003

**S. K. Bandi**

**DIN: 00789385**

**Director/chairman**



## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

### DIRECTORS' REPORT

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

Your directors are pleased to present the 25th Annual report together with the Audited Financial Statements for the year ended on 31st March, 2017.

#### FINANCIAL RESULTS:

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

	2016-17	(Rs. in Lakhs) 2015-16
Total Income from operations	09.53	08.76
Profit (Loss) before tax and depreciation	0.37	(23.58)
Less : Depreciation	0.00	0.00
Profit (Loss) before Tax	<u>0.37</u>	<u>(23.58)</u>
Previous year's adjustment	0.00	0.00
Provision for Tax	0.07	0.00
	<u>0.30</u>	<u>(23.58)</u>
Add : Balance brought forward from previous year	(630.59)	(607.01)
Add:- Depreciation/Amortization effect given for previous years	(00.00)	(00.00)
Losses carried to Balance Sheet	<u>(630.29)</u>	<u>(630.59)</u>
Earning Per Share	<u>(00.00)</u>	<u>(00.00)</u>

#### DIVIDEND:

Your Directors have considered it financially prudent in the long-term interests of the Company to reinvest the profits into the business of the Company to build a strong reserve base and grow the business of the Company. No final dividend has therefore been recommended for the year ended March 31, 2017.

#### REVIEW ON OPERATIONS:

During the Financial Year 2016-17, the Company has earned profit of Rs. 00.30 Lacs in comparison to Loss of Rs. 23.58 Lacs in Financial Year 2015-16. The company's funds blocked with sundry debtors and advances made by the company, for which necessary legal proceedings were already initiated by the Company which are under various stages, therefore necessary provisions were created. Though, in absence of the liquidity of funds the Company could generate better comparatively results during the year under review.

#### RISK MANAGEMENT POLICY AND ITS INTERNAL ADEQUACY:

The Company has reasonable system of internal control comprising authority levels and the powers, supervision, checks, policies, and the procedures. The Audit Committee consists of Shri Shivdatt Bohra (Chairman of the Audit Committee), Shri Vinay F. Kothari (Director) & Mrs. Sushma Bandi (Director).

The Company has hired the services of a professional firm of chartered accountants, to function as independent internal auditors and to assist the management in effective discharge of its responsibilities by furnishing it with





## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

findings, observations and pertinent comments, checking adequacy of internal controls, adherence to regulatory compliance and company's policies and procedures, analysis and recommendations concerning the activities covered for audit and conducting a review of it during the year. Findings of internal audit reports and effectiveness of internal control measures is reviewed by top management and audit committee of the Board.

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

### **SHARE CAPITAL & LISTING:**

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

Company's Equity Shares are listed with the Stock Exchange, Mumbai, M.P. & Ahmadabad. In view of the SEBI (Delisting of Securities) Guidelines, 2003 application has been made with the M.P. and Ahmadabad Stock Exchange for delisting which is under consideration. Therefore, Company Shares will be listed only with the BSE, where the Equity shares of the Company being traded generally. Your Company had not paid the Annual Listing Fees of BSE for the Year 2016-17 due lack of working capital.

### **DIRECTORS:**

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

Mr. Sudarshan Kumar Bandi (holding DIN 00789385), Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

### **BOARD INDEPENDENCE:**

Our definition of "independence" of directors is derived from Clause 49 of Listing Agreement with Stock Exchange, SEBI (LODR) Regulation 2015 and Section 149(6) of the Companies Act, 2013. The company has received declarations from all the Independent Directors of the company confirming that they meet the criteria of Independence as prescribed under the Act, SEBI (LODR) Regulation 2015 and Clause 49 of Listing Agreement with Stock Exchange.

### **NUMBER OF MEETINGS OF THE BOARD:**

The following Meetings of the Board of Directors were held during the Financial Year 2016-17:

<b>SN</b>	<b>Date of Meeting</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1.	28/05/2016	4	3
2.	13/08/2016	4	4
3.	27/08/2016	4	4
4.	12/11/2016	4	3
5.	11/02/2017	4	3
6.	31/03/2017	4	4



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### **PUBLIC DEPOSITS:**

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

### **SUBSIDIARIES:**

The Company does not have any subsidiary.

### **REPORT ON CORPORATE SOCIAL RESPONSIBILITIES:**

The provisions of Section 135 of The Companies Act, 2013 is not applicable to the company hence the report on corporate social responsibilities is not required to be annexed.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, are given in the notes to Financial Statements.

### **WHISTLE BLOWER POLICY:**

The Company has a Whistle Blower Policy to report genuine concerns or grievances.

### **REMUNERATION AND NOMINATION POLICY:**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of directors, key managerial personnel and senior management of the company. This policy also lays down criteria for selection and appointment of Board members. The details of this policy are explained in the Corporate Governance Report.

### **PARTICULARS OF EMPLOYEES:**

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1), (2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable since, neither any of the director is drawing any remuneration nor there is any material change in the employee salaries and further none of the employee of the Company is drawing remuneration exceeding the limits prescribed therein and There was only 2 employee in the Company.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO:**

In view of the nature of activities which are being carried on by the Company, Rule 8(3) A and B of the Companies (Accounts) Rules, 2014, concerning conservation of energy and technology absorption respectively are not applicable to the Company. However as per Rule 8(3) C, Expenditure & Earning's in foreign currency is Nil in current year as well as previous year.

### **DIRECTORS RESPONSIBILITY STATEMENT:**

In pursuance of Section 134(3) (c) read with section 134(5) of the Companies Act, 2013, your directors State that:

- In the preparation of accounts, the applicable accounting standards have been followed.
- Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company as at the end of March 31, 2017 and the Statement of Profit / Loss of the company for the year ended on that date.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of Companies Act, 2013 for safeguarding the assets of the company and for preventing



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and detecting frauds and other irregularities.

- The annual accounts of the company have been prepared on a going concern basis.
- The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- There is a proper system to ensure compliance with the provisions of all applicable laws and those systems are adequate and operating effectively.

### **AUDITOR'S REPORT:**

The Auditors in their report have referred to the Notes forming part of the Accounts, considering the principle of the materiality; the notes are self-explanatory and need no comments.

### **AUDITOR:**

Statutory Auditors **Airen & Saluja**, Chartered Accountants, Indore (Firm Registration No. 004588C), the retiring Auditors of the Company complete their term as Statutory Auditors as provided under the Companies Act, 2013 and relevant Rules there under at the conclusion of the ensuing Annual General Meeting ("AGM") of the Company.

The Board has placed on record its sincere appreciation for the services rendered by Airen & Saluja, as Statutory Auditors of the Company. The Board of Directors on the recommendation of the Audit Committee has approved and recommended to the Members, the appointment of **VISHAL PALIWAL AND ASSOCIATESs**, Chartered Accountants (Firm Registration No. 011145C), as Statutory Auditors for a period of 5 years, commencing from the conclusion of the 25th AGM till the conclusion of the 30th AGM, subject to ratification of their appointment by the Members at every AGM, as may be applicable.

**VISHAL PALIWAL AND ASSOCIATESs**, Chartered Accountants, have given a written consent to act as Statutory Auditors of your Company and have also confirmed that the said appointment would be in conformity with the provisions of sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

The Members are requested to appoint **VISHAL PALIWAL AND ASSOCIATESs**, Chartered Accountants, as Statutory Auditors of the Company in place of the retiring Auditors, **Airen & Saluja**, Chartered Accountants at the ensuing AGM for a term of 5 years from the conclusion of the ensuing AGM till the conclusion of the 30th AGM and fix their remuneration.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis Report covering the matters listed in Clause 49 of the Listing Agreement and SEBI (LODR) Regulations, 2015 for the year under review is given as a separate statement in the Annual Report.

### **CORPORATE GOVERNANCE:**

Your directors reaffirm that the Company has complied with the corporate governance norms as stipulated under the provisions of the listing agreement entered into with the stock exchanges and prescribed by the Securities and Exchange Board of India (SEBI).

A Certificate from Auditor confirming compliance to the corporate governance requirements by the Company is attached to this report. A detailed report on corporate governance as stipulated in clause 49 of the listing agreement and SEBI (LODR) Regulations, 2015 is included in the Annual Report.



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

### **EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual return in form MGT-9 is annexed herewith as “Annexure A”.

### **PERSONNEL:**

The Company continued to have cordial relationship with its employees during the year under review.

### **DETAILS OF SPECIFIED BANK NOTES:**

Details of Specified Bank Notes (SBN) held and transacted during the period 08.11.2016 to 30.12.2016 as per clause(x) in part I Division 1 of Schedule III to the Companies Act,2013 are furnished in Note no. 09 to financial statements.

### **SECRETARIAL AUDIT:**

Pursuant to the provision of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed Ms Priyanka Jain, Practicing Company Secretary (Membership No. 35712 CP No. 13522) to undertake the Secretarial audit of the company. The Secretarial Auditor Report is annexed herewith as “Annexure B”.

### **The Secretarial Auditor in his report has made following qualifications:**

1. Company has suspended by Bombay Stock Exchange.
2. The Company has not appointed whole time Company Secretary as per section 203 of the Companies Act, 2013
3. Company has not keep 100% promoter shareholding in form of Demat as per SEBI circulars.

### **The Board's clarifications on the above qualifications are as follows:**

**Response to Qualification (1):** The BSE had suspended trading of securities due to surveillance measure and the Company had already submitted its reply to BSE vide its letter Dated 27th March, 2016 along with necessary annexure and documents for removal of suspension of trading of securities.

**Response to Qualification (2):** The Company has made reasonable search for appointing the Company Secretary in whole time employment but fails to appoint the same, thus the management of company has appointed Smt. Sheetal Gurjar as the Compliance officer of the company and intimated the same to the stock exchange. In addition of this, Company has also registered with The Institute of Company Secretaries of India (ICSI) as Company Secretary Trainer and appointed Mr. Alkesh Patidar (CS Final Pass out) as Company Secretary Trainee in the Company for Compliance of Acts, Rules, and Regulations Applicable on Company.

**Response to Qualification (3):** The total No. of Shares held by Promoter is 2852118, out of which 2647398 (92.82%) is already in Demat form and remaining shares 204720 (7.18%) in physical form, the holders of Physical Shares holds small quantity of shares within range of 10 shares to 10000 shares with negligible market value and in most of the cases the cost of conversion to demat is more than the value of shares and also most of shareholders are senior citizen and they want to hold share in physical form. However the company's management is trying their best to comply provision in this regard.

### **CEO / CFO CERTIFICATION:**

As required under Regulation 17(8) of SEBI (LODR) Regulations, 2015 the CEO /CFO certificate for the financial year 2016-17 signed by Mr. Jeevan Goyal, CFO was placed before the Board of Directors at their Meeting held on 28th August, 2017.

### **RELATED PARTY TRANSACTIONS:**

In accordance with the provisions of Section 188 of the Companies Act, 2013 and rules made there under, the



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transactions entered into with related parties are in the ordinary course of business and on an arm's length basis, the details of which are included in the notes forming part of the financial statements. There are no material contracts or arrangement or transactions during the year. Accordingly, information in Form AOC-2, is not annexed.

### **PREVENTION OF INSIDER TRADING:**

The company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and designated employees of the company. The code requires pre-clearance for dealing in the company's shares and prohibits the purchase or sales of company shares by the Directors and designated employees by in possession of unpublished price sensitive information in relation to the company and during the period when the trading window is closed. The compliance officer is responsible for implementation of the code.

All Board of Directors and designated employees have confirmed compliances with the code.

### **MATERIAL CHANGES AND COMMITMENT:**

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of Board's Report.

There is no change in the nature of business of the Company during the financial year under review.

### **GENERAL:**

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Details relating to deposits covered under chapter V of the Companies Act, 2013.
- Issue of equity shares with the differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the company under any scheme.
- No significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status any company's operation in future.

Your Director further state that as required by the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. During the year under review, no complaints were reported to the Board.

### **ACKNOWLEDGEMENT:**

Your Director wish to place on record their sincere appreciation and acknowledge with the gratitude forth assistance, co-operation and encouragement by valued customers, suppliers, bankers, shareholders and employees of the Company and look forward for their continued support.

By order of the Board of Directors

**Premium Capital and Investments Limited**

**Place:** Indore

**Date:** 28.08.2017

**Registered office**

401, Starlit Tower, 4th Floor

29 Y.N. Road, Indore (M.P) 452003

**S. K. Bandi**

**DIN: 00789385**

**Director/chairman**



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**Annexure "A"  
Form No. MGT-9**

**Extract Of Annual Return As On The Financial Year Ended On 31<sup>st</sup> March, 2017**

[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	L67120MP1992PLC007178
ii.	Registration Date	24 <sup>th</sup> June, 1992
iii.	Name of the Company	Premium Capital Market & Investments Limited
iv.	Category / Sub-Category of the Company	Company limited by shares/ Indian non Govt. company
v.	Address of the Registered office and contact details	401, 4 <sup>th</sup> Floor, Starlit Tower, 29, Y.N.Road, Indore (M.P) – 452001 Tel : 2536127, 2433348
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardeshipura, Indore (M.P) 452010 Tel.:0731-4281333,

**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:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/	to total turnover of service % the company
1	Financial Consultancy Services	99715910	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary/	% of shares held Associate	Applicable Section
1.	Premium Global Securities Pvt. Ltd.	U67120MP1995PTC009435	Associate	31.58	2(6)
2.	Alcama Housing & Development Private Limited (Formerly known as: - Alaska Capital Market Pvt. Ltd.)	U45200MP1995PTC009361	Associate	36.38	2(6)



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**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	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	2647398	204720	2852118	43.52	2647398	204720	2852118	43.52	Nil
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):-</b>	2647398	204720	2852118	43.52	2647398	204720	2852118	43.52	Nil
<b>2) Foreign</b>									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	500	500	0.01	-	500	500	0.01	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	-	500	500	0.01	-	500	500	0.01	-
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii) Overseas	103629	304300	407929	6.22	75361	304300	379661	5.79	(0.43)



Premium

**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	907311	1395800	2303111	35.14	920779	1394800	2315579	35.33	0.19
(ii) Individuals shareholders holding nominal share capital upto Rs. 1 lakh	439033	-	439033	6.7	454833	-	454833	6.94	0.24
c) Other (NRI & OCB)	21609	529400	551009	8.41	21609	529400	551009	8.41	-
Sub-total (B) (2)	1471582	2229500	3701082	56.47	1472582	2228500	3701082	56.47	0
Total Public Shareholding (B)= (B)(1)+ (B)(2)	1471582	2230000	3701582	56.48	1472582	2229000	3701582	56.48	0
C. Share held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+ B+ C)	4118980	2434720	6553700	100	4119980	2433720	6553700	100	-

**ii. Shareholding of Promotes:**

Sr.	Shareholder's	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total share of the company	% of Share Pledged encumbered to total share	No. of Share	%of total Shares of the company	% of Shares Pledged/ encumbered to total shares	% change in share holding during the year
1.	Dr. (Mrs.) Sushma Bandi	1285000	19.61	-	1285000	19.61	-	-
2.	Gaurav Bandi	842700	12.86	-	842700	12.86	-	-
3.	Sudarshan Kumar Bandi	443330	6.76	-	443330	6.76	-	-
4.	Miss. Neha Bandi	59200	0.9	-	59200	0.9	-	-
5.	Prem Neema	38300	0.58	-	38300	0.58	-	-
6.	Miss. Divya Bandi	46700	0.71	-	46700	0.71	-	-
7.	Shri Mahesh Chandra Asawa	16820	0.26	-	16820	0.26	-	-
8.	Kanhaiyalal Bandi	10000	0.15	-	10000	0.15	-	-
9.	Smt. Sagarbai Bandi	7000	0.11	-	7000	0.11	-	-
10.	Shri Shantilal Ji Bandi	6800	0.1	-	6800	0.1	-	-
11.	Shri Ajay Jormal Mehta	5000	0.08	-	5000	0.08	-	-





Premium

## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

12.	Dr. (Mrs.) Neela Waghmare	5000	0.08	-	5000	0.08	-	-
13.	Dr. Arun Waghmare	5000	0.08	-	5000	0.08	-	-
14.	Sujata Pravin Chuttar	5000	0.08	-	5000	0.08	-	-
15.	Shri Mahendra Kumar Bandi	3500	0.05	-	3500	0.05	-	-
16.	Shri Hanskumar Bandi	3500	0.05	-	3500	0.05	-	-
17.	Pushpa Bandi	3400	0.05	-	3400	0.05	-	-
18.	Sarla Kumari Bandi	3000	0.05	-	3000	0.05	-	-
19.	Smt. Sonal Bandi	3000	0.05	-	3000	0.05	-	-
20.	Suman Kumar Bandi	2600	0.04	-	2600	0.04	-	-
21.	Shri B.V.Vavikar	2500	0.04	-	2500	0.04	-	-
22.	Shri Dyaneshwar Bankhele	2500	0.04	-	2500	0.04	-	-
23.	Shri Siddharth Bandi	2500	0.04	-	2500	0.04	-	-
24.	Shri Kantilalji Bandi	2500	0.04	-	2500	0.04	-	-
25.	Smt. Manakdevi Bandi	2500	0.04	-	2500	0.04	-	-
26.	Shri Kesharimalji Bandi	2500	0.04	-	2500	0.04	-	-
27.	Kokila Bandi	2500	0.04	-	2500	0.04	-	-
28.	Sunil Kumar Juneja	2500	0.04	-	2500	0.04	-	-
29.	Shri Vimal Kumar Bandi	2500	0.04	-	2500	0.04	-	-
30.	Shri Sushil Kumar Bandi	2500	0.04	-	2500	0.04	-	-
31.	Shri Santosh Kumar Bandi	2500	0.04	-	2500	0.04	-	-
32.	Narendra Premraj Chuttar	2500	0.04	-	2500	0.04	-	-
33.	Shri S D Bohra	2500	0.04	-	2500	0.04	-	-
34.	Shri Saurabh Bandi	2500	0.04	-	2500	0.04	-	-
35.	Sashi Juneja	2500	0.04	-	2500	0.04	-	-
36.	Pravin Premraj Chuttar	2448	0.04	-	2448	0.04	-	-
37.	Rajesh Parikh	2000	0.03	-	2000	0.03	-	-
38.	Sonali Waghmare	2000	0.03	-	2000	0.03	-	-
39.	Deepika Salgia	1300	0.02	-	1300	0.02	-	-
40.	Suresh Kumar Jain	1100	0.02	-	1100	0.02	-	-
41.	R.N. Chopra	1000	0.02	-	1000	0.02	-	-
42.	Geeta Devi Agrawal	1000	0.02	-	1000	0.02	-	-
43.	Rajmani Maurya	1000	0.02	-	1000	0.02	-	-
44.	Sunita Khapra	1000	0.02	-	1000	0.02	-	-



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

45.	Kharban Maurya	1000	0.02	-	1000	0.02	-	-
46.	Shri Ashok Kumar Gandhi	500	0.01	-	500	0.01	-	-
47.	Kamal Kanth Seth	500	0.01	-	500	0.01	-	-
48.	Shri Shambhu Dutta Bohra	500	0.01	-	500	0.01	-	-
49.	S. Jain	500	0.01	-	500	0.01	-	-
50.	Niramala Jain	500	0.01	-	500	0.01	-	-
51.	Pushpendra Bandi	400	0.01	-	400	0.01	-	-
52.	Others Small Shareholders	3220	0.05	-	3020	0.05	-	-
	<b>Total</b>	<b>2852318</b>	<b>43.52</b>	<b>-</b>	<b>2852318</b>	<b>43.52</b>	<b>-</b>	<b>-</b>

**iii. Change in Promoters' Shareholding (Please Specify, if there is no change)**

	Shareholding at the beginning of the year		Cummlative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the begining of the year	2852318	43.52	2852318	43.52
Date wise Increase/ Decrease in promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus/sweat eqity etc.:	<b>No. Material Change</b>			
At the End of the year	2852318	43.52	2852318	43.52

**iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs & ADRs):**

Sr. No.		Shareholding at the begining of the year		Cummlative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Premium Global Securities Private Limited	189300	2.89	189300	2.89
2	Alcama Housing And Development Pvt Ltd	115000	1.75	115000	1.75
3	Raj Lalchand	109400	1.67	109400	1.67
4	Pratik Rajendra Gandhi	102000	1.56	102000	1.56
5	Deepak Uttam Chandani	100000	1.53	100000	1.53
6	Uttamchandani Ashok	100000	1.53	100000	1.53
7	Durgesh Kumar Verma	77389	1.18	77389	1.18



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**v. Shareholding of Directors and key Managerial Personnel :**

Sr. No.	Name (For of the Directors and Key Managerial Personnel)	Shareholding at the beginning of the year		Cummlative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sudarshan Kumar Bandi	443330	6.76	443330	6.76
2	Sushma Bandi	1285000	19.61	1285000	19.61
3	Shivdatt Bohra	2500	0.04	2500	0.04

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	--	1236243	--	1236243
ii) Interest due but not paid	--	72377	--	72377
iii) Interest accrued but not	--	--	--	--
Total (i+ii+iii)	--	1308620	--	1308620
Change in Indebtedness during the financial year				
- Addition	—	29930	—	29930
- Reduction	—	—	—	—
Net Change	—	29930	—	29930
Indebtedness at the end of the financial year				
i) Principal Amount	—	1262350	—	1262350
ii) Interest due but not paid	—	76200	—	76200
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	1338550	—	1338550



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
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	Nil	
2.	Stock Option	Nil	
3.	Sweat Equity	Nil	
4.	Commission - as % of profit - others, specify...	Nil	
5.	Others, please specify	Nil	
6.	Total (A)	Nil	
	Ceiling as per the Act	N.A	

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	Nil	
	Total (1)	Nil	
	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	Nil	
	Total (2)	Nil	
	Total (B) = (1+ 2)	Nil	
	Total Managerial Remuneration	Nil	
	Overall Ceiling as per the Act	N.A	



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**c. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
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		Nil		
2.	Stock Option		Nil		
3.	Sweat Equity		Nil		
4.	Commission				
	- as % of profit - others, specify...		Nil		
5.	Others, please specify		Nil		
6.	Total		Nil		

**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
A. Company					
Penalty Punishment Compounding			None		
B. Directors					
Penalty Punishment Compounding			None		
C. Other Officers In Default					
Penalty Punishment Compounding			None		

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

**Place:** Indore  
**Date:** 28.08.2017  
**Registered office**  
401, Starlit Tower, 4<sup>th</sup> Floor  
29 Y.N. Road, Indore (M.P.) 452003

**S. K. Bandi**  
DIN: 00789385  
Director/Chairman



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**Annexure "B"**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

*[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,  
PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED  
(L67120MP1992PLC007178)  
401, Starlit Tower  
29- Y.N. Road, Indore (M.P) 452003

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, We hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 has complied with the statutory provisions listed hereunder and also that the Company have proper Board-composition 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 **PREMIUM CAPITAL MARKET AND INVESTMENT LIMITED** ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(not applicable to the company during the audit period)**
- (v) 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, 1992 and 2015 as applicable.
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable to the company during the audit period)**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

Scheme) Guidelines, 1999; *(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; *(Which is not applicable to the company during the audit period)*
- i) The Securities and Exchange Board of India (Listing obligations And Disclosure Requirements) Regulations, 2015

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company. The laws, regulations, directions, orders applicable specifically to the Company are as follow:

As informed by the management and details produced before us that, no other laws applicable to the company except Financial Laws (Direct and Indirect Tax Laws) & Laws mentioned in para (iii) supra.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws) since the same have been subject to review and audit by the Statutory Auditors of the Company.

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:

**1. Company has suspended by Bombay Stock Exchange.**

Management has explained us that the BSE had suspended trading of securities due to surveillance measure and the Company had already submitted its reply to BSE.

**2. The Company has not appointed whole time Company Secretary as per section 203 of the Companies Act, 2013**

The Management of company has explained us that the Company has made reasonable search for appointing the company secretary in whole time employment but fails to appoint the same, thus the management of company has appointed Smt. Sheetal Gurjar as the Compliance officer of the company and intimated the same to the stock exchange. In addition of this, Company has also registered with The Institute of Company Secretaries of India (ICSI) as Company Secretary Trainer and appointed Mr. Alkesh Patidar (CS Final Pass out) as Company Secretary Trainee in the Company for Compliance of Acts, Rules, and Regulations Applicable on Company.

**3. Company has not keep 100% promoter shareholding in form of Demat as per SEBI circulars.**

The management of the company explained that the total No. of Shares held by Promoter is 2852118, out of which 2647398 (92.82%) is already in Demat form and remaining shares 204720 (7.18%) in physical form, the holder's of Physical shares holds small quantity of shares within range of 10 shares to 10000 shares with negligible market value and in most of the cases the cost of conversion to demat is more than the value of shares and also most of shareholders are senior citizen and they want to hold share in physical form. However the company's management is trying their best to comply provision in this regard.

The Company was also listed on Madhya Pradesh Stock Exchange Ltd, Ahmedabad Stock Exchange Ltd. for which delisting formalities were completed by the company and informed by the management to us.



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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

Adequate notice is given to all the directors to schedule the Board Meeting, 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.

**I further report that during the audit period, there were no instances of:**

- (i) Public/Rights/Preferential issue of Shares/Debentures/ Sweat Equity.
- (ii) Redemption/Buy-back of securities.
- (ii) Merger/ Amalgamation/ Reconstruction etc.
- (iii) Foreign Technical Collaborations.

Date: 08.08.2017

Place: Indore

Membership No. 35712

Certificate of Practice No.13522

Priyanka Jain

Practicing Company Secretary





**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**Annexure "C"**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>%Increase(Decrease) in the Remuneration</b>	<b>Ratio of remuneration of each director to the median remuneration of employees of the company</b>
1	Mr. S.K.Bandi	Director	Nil	Nil
2	Shri Shividatt Bohra	Director	Nil	Nil
3	Shri V.F. Kothari	Director	Nil	Nil
4	Dr. Mrs. Sushma Bandi	Director	Nil	Nil

**Annexure "D"**

<b>Sr. No.</b>	<b>Name of Employees</b>	<b>Designation</b>	<b>Qualification</b>	<b>Nature of Employment</b>
1	Ms. Sheetal Gurjar	Compliance Officer	M.Com.	Regular
2	Mr. Alkesh Patidar	Company Secretary trainee	CS Final pass out	Contractual



## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

### CORPORATE GOVERNANCE REPORT

[Pursuant to Regulation 34(3) of SEBI (LODR) Regulations, 2015]

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

The Company's Philosophy on the code of Governance envisages the attainment of the highest level of transparency, accountability and equity in all facets of its operation and in all interaction with its stakeholders, employers, the government & lenders.

#### 2. BOARD OF DIRECTORS:

##### (i) Details of Director:

During the year ended 31.03.2017 there were four directors on the Board of the company out of which 2 Directors were independent directors on the Board of Director of the Company. Details of the Directors of the Company as at 31st March, 2017 are as under:

Directors	Executive / Non Executive / Independent	No. of Outside Directorship Held		No. of Outside Positions Held		Committee
		Public	Private	Member	Chairman	
Shri S.K. Bandi	Chairman	-	3	-	-	-
Shri Shivdatt Bohara	NED / Independent	-	-	-	-	-
Shri Vinay F. Kothari	NED / Independent	-	-	-	-	-
Dr. Mrs. Sushma Bandi	NED	-	2	-	-	-

##### (ii) Details of Board Meetings held during the year:

During the financial year 2016-17, 6 (Six) Meetings of the Board of Directors of the Company held. Detail regarding the date, name & Strength of the Board of Directors present at the respective meeting are as under:

Date of Board Meeting	Name of Director Present at Meeting	Total Strength of the Board	No. of Directors Present
28th May 2016	SKB, SDB, VFK	4	3
13th Aug 2016	SKB, SDB, SB, VFK	4	4
27th Aug 2016	SKB, SDB, SB, VFK	4	4
12th Nov 2016	SB, VFK, SDB,	4	3
11th Feb 2017	SKB, SDB, SB,	4	3
31st Mar 2017	SKB, SDB, SB, VFK	4	4

#### 3. AUDIT COMMITTEE:

##### (A) BRIEF DESCRIPTION OF TERMS OF REFERENCE:

- Oversight of the Company's financial reporting and the disclosure of its financial information.
- Recommending the appointment and removal of external auditors, fixation of audit fees and also approval for payment for any other services.
- Review with the management the annual /half yearly financial statement before submission to the Board, focusing primarily on:



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

- (i) any changes in accounting policies and practices ;
  - (ii) major accounting entries based on exercise based on exercise of judgment by management;
  - (iii) qualification in draft audit report;
  - (iv) significant adjustment arising out of audit ;
  - (v) the going concern assumption;
  - (vi) compliance with Accounting Standards, Stock Exchange and legal requirement concerning financial statement; and
  - (vii) any related party transitions.
- (d) Hold discussion with external auditors before the audit commences nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- (e) Review the Company's financial and risk management policies and the adequacy of Internal control system.
- (f) Review the adequacy of accounting records maintained in accordance with the provisions of the Companies Act 2013.
- (g) Review the performance of Statutory Auditors and recommend their appointment & remuneration to the Board, considering their independence & effectiveness.
- (h) Perform other activities consistent with the Company's Memorandum & Articles, the Companies Act, 2013 and other Governing Laws.

### **(B) Composition of Committee and Number of Meeting held :**

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Position of Committee</b>
1	Shri Shivdatt Bohra	Director	Chairman
2	Shri Vinay F. Kothari	Director	Member
3	Mrs. Dr. Sushma Bandi	Director	Member

The Statutory Auditors and Whole Time Director of the Company were also invited by the Committee to express their views in the meeting.

During the year under review, the Audit Committee of the Board met 5 times viz. 28th May 2016, 13th Aug 2016, 27th August 2016, 12th November 2016, and 11th February 2017 to deliberate on various matters.

### **4. STAKEHOLDERS' GRIEVANCE COMMITTEE:**

#### **A) Brief description of terms of reference:**

The Company has a "Stakeholders' Grievance & Transfer Committee "at the Board level to look into the readdressing of Shareholders & investors complaints like:

- a) Transfer of shares, transmission and delay in confirmation in D-mat of shares.
- b) Non-receipt of Annual Report etc.

The Committee oversees the performance of the Registrar and Share Transfer Agent and recommends measure for overall improvement in the quality of investors' services.



## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

B) Composition of Committee and number of meeting held:

S.No.	Name	Designation	Position in Committee
1	Shri Shivdatt Bohra	Director	Chairman
2	Shri Vinay F. Kothari	Director	Member
3	Mrs. Dr. Sushma Bandi	Director	Member

During the year under review, the Shareholders Grievance & Transfer Committee of the Board met five times viz. 28th May 2016, 13th Aug 2016, 27th August 2016, 12th November 2016, and 11th February 2017.

- (i) Name & Designation of Compliance Officer : Smt. Sheetal Gurjar  
Accounts Officer
- (ii) No. of Shareholders complaints/query received : Nil
- (iii) No. of complaints/query solved during the year : Nil
- (iv) No. of complaints/query pending at the end of the year : Nil

The company has given powers to implement transfer, transmission and D-mat of shares to the share transfer agent and to resolve the relating problem as Professional Agency. The Committee needs only specific nature of complaints not resolved within a period of 15 days from the date of its received.

### 5. NOMINATION AND REMUNERATION COMMITTEE:

#### (A) Brief Description of terms of reference :

The terms of reference of the committee are to review and recommend compensation payable to the executive directors. The Committee also ensures that policy of the Company provides for performance-oriented incentives to managements. Composition of Committee and number of meeting held:

S.No.	Name	Designation	Position in Committee
1	Shri Shivdatt Bohra	Director	Chairman
2	Shri Vinay F.Kothari	Director	Member
3	Mrs. Dr. Sushma Bandi	Director	Member

During the year under review, four meeting of the Remuneration Committee was held on dated 28th May 2016, 13th Aug 2016, 12th November 2016, and 11th February 2017.

#### (B) Remuneration of Directors:

Company has not paid any remuneration to any Directors of Company during the Financial.

### 6. GENERAL MEETING:

#### Location and time, where last three AGMs HELD:

Financial Year	2013-2014 BSE	2014-2015	2015-2016
Date	27th Sept., 2014	30th Sept., 2015	30th Sept., 2016
Time	10.00 A.M.	10.00 A.M.	10.00 A.M.
Venue	401, Starlit Tower, 4th Floor, 29 Y.N. Road, Indore (M.P)	401, Starlit Tower, 4th Floor, 29 Y.N. Road, Indore (M.P)	401, Starlit Tower, 4th Floor, 29 Y.N. Road, Indore (M.P)



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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The details of special resolutions passed in previous 3 Annual General Meetings are as under:-

- AGM 2016 : No Special Resolution was passed.
- AGM 2015 : No Special Resolution was passed.
- AGM 2014 : No Special Resolution was passed.

### **Postal Ballot**

No Special resolution was passed by Postal Ballot during the year or proposed to be passed at the ensuing AGM

### **7. DISCLOSURES:**

- i. The Company does not have any material related parties' transactions which have potential conflict with the interest of the Company at large. Transactions with related parties are disclosed in the annual accounts of the Company forming part of the annual report.
- ii. The financial statements have been prepared in accordance with the accounting policies generally accepted in India.
- iii. There were no instances of non-compliance on any matter related to the capital markets, resulting in disciplinary action against the Company, during the last three years.
- iv. The Company has implemented the mandatory requirements of corporate governance as set out in the listing agreement with the stock exchanges. In respect of compliance with the non-mandatory requirements, the Company has constituted a Nomination and Remuneration Committee, details whereof are given under the heading of Nomination and Remuneration Committee. The quarterly, half-yearly and annual results of the Company are being published in newspapers. The auditors' observations / suggestions / qualifications, if any, have been adequately explained wherever necessary in the appropriate notes to accounts and are self explanatory.
- v. The Company has constituted a risk management committee comprising of business heads and other functional heads of the company. The Company has adopted a risk management policy framework for risk identification, assessment and control to effectively manage risks associated with the business of the Company.
- vi. The Company has constituted Whistle Blower/Vigil Mechanism Committee and company empowers to chairman of the audit committee to oversee such functions and adopted Whistle Blower Policy with an objective to promote ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior, wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. The Confidentiality of those reporting violations is maintained and they are subjected to any discriminatory practice.

### **8. CODE FOR PREVENTION OF INSIDER-TRADING PRACTICES:**

The Company has instituted a comprehensive code for prevention of insider trading, for its directors and designated employees, in compliance with SEBI (Prohibition of insider Trading) Regulations, 2015, as amended from time to time.

### **9. MEANS OF COMMUNICATION :**

Quarterly results of the Company are published in leading newspapers such as Dainik Chaitnya Lok. The results were promptly submitted to the Stock Exchanges where the shares of the Company are listed. The Management Discussion and Analysis have been given in the Directors' Report.



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

### **10. GENERAL INFORMATION TO SHAREHOLDERS**

- (i) Date Time and venue of Annual General Meeting : 28th September, 2017  
At 10.00A.M.  
At 401, Starlit Tower, 4th Floor,  
29 Y.N. Road,  
Indore – 452003 (M.P.)
- (ii) Tentative Financial Calendar :
- |                        |                             |
|------------------------|-----------------------------|
| First Quarter Results  | on or before 15th Aug, 2017 |
| Second Quarter Results | on or before 15th Nov, 2017 |
| Third Quarter Results  | on or before 15th Feb, 2018 |
| 31st March, 2018       | on or before 30th May, 2018 |
- (iii) Dates of Books Closure : From 22-09-2017 to 28-09-2017
- (iv) Listing on Stock Exchange : Madhya Pradesh Stock Exchange Ltd., Indore\*  
Bombay Stock Exchange Ltd, Mumbai  
Ahmedabad Stock Exchange Ltd., Ahmadabad\*
- \* The application with the M.P. and Ahmedabad Stock Exchange for delisting is under consideration.
- (V) Stock Code :
- |  |          |
|--|----------|
| Madhya Pradesh Stock Exchange Ltd., Indore | : N.A.   |
| Ahmadabad Stock Exchange Ltd., Ahmadabad   | : N.A.   |
| Bombay Stock Exchange Ltd., Mumbai         | : 511660 |
- (VI) Demat ISIN No. for CDSL and NSDL : INE555D01019
- (VII) Stock Market Data : Bombay Stock Exchange Ltd., Mumbai

#### **High & low during each month in the last Financial Year:-**

The BSE had suspended trading of securities due to surveillance measure and the Company had already submitted its reply to BSE vide its letter dated 27th March, 2016 along with necessary annexure and documents for removal of suspension of trading of securities.

Your Company had not paid the Annual Listing Fees of BSE for the Year 2016-17 due to lack of Working Capital.

#### **(VIII) Share Transfer System:**

Shareholders /Investors' Grievance Committee also approves shares transfer and meets frequent intervals. The Company's Share Transfer Agent Ankit Consultancy Pvt. Ltd. processes these transfers. Share transfers are registered and returned within a period of 15 days from the date of Receipt, if the documents are cleared in all respects. In case where shares are transferred after sending notice to the transferors, in compliance of the applicable provisions, the period of transfer is reckoned from the date of expiry of the notice.

#### **(IX) Dematerialisation / Dematerialization :**

Based on SEBI directives, Company's Shares are traded in electronic (demat) form. As on 31st March, 2017 the Company's 4119980 shares are held by share owners in dematerialized form comprising of NSDL & CDSL aggregating 62.86% of the Equity Share Capital.



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**(X) Distribution of Share holding as on 31st March, 2017:**

Shareholding of Nominal Value of Rs	No. of Owners	% of Share holders	No. of Share	% to Total
Up to 1000	13135	87.83	1308439	19.98
1001-2000	544	3.64	107901	1.65
2001-3000	308	2.06	91475	1.4
3001-4000	185	1.24	73489	1.11
4001-5000	171	1.14	84837	1.32
5001-10000	313	2.09	246511	3.77
10001 -20000	156	1.04	225588	3.44
20001-30000	51	0.34	129006	1.93
30001-40000	23	0.15	80442	1.23
40001-50000	20	0.13	93911	1.43
50001-100000	18	0.12	129718	1.98
100000 & Above	31	0.21	3982383	60.77
	<b>14955</b>	<b>100</b>	<b>6553700</b>	<b>100</b>

**(XI) Categories of Shareholders as on 31st March, 2017 :**

Sr.	Category	No. of Shares Held	% of Shareholding
<b>A</b>	<b>Promoters Holding</b>		
1)	Promoters		
	Indian Promoters	2852118	43.52
	Foreign Promoters	Nil	Nil
2)	Persons acting in Concert	Nil	Nil
	<b>SUB TOTAL</b>	<b>2852118</b>	<b>43.52</b>
<b>B.</b>	<b>Non Promoters Holding</b>		
<b>3)</b>	<b>Institutional Investors</b>	Nil	Nil
a.	Mutual Funds & UTI	500	0.01
b.	Banks, Financial Institutions, Companies (Central /State Govt./ Non-Govt. Institutions)	Nil	Nil
c.	FII's	Nil	Nil
	<b>SUB TOTAL</b>	<b>500</b>	<b>0.01</b>
<b>4</b>	<b>Others</b>		
a.	Private Corporate Bodies	379661	5.79
b.	Indian Public	2770412	42.27
c.	NRI/ OCBs	551009	8.41
d.	Any Other	Nil	Nil
	<b>SUB TOTAL</b>	<b>3701082</b>	<b>56.47</b>
	<b>GRAND TOTAL</b>	<b>6553700</b>	<b>100</b>



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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### **(XII) CEO / CFO certification**

As required under Regulation 17(8) of SEBI (LODR) Regulations, 2015, the CEO/CFO certificate for the financial year 2016-17 signed by Mr. Jeevan Goyal, CFO was placed before the Board of Directors at their meeting held on 28th August, 2017.

### **(XIII) Address for Communication:**

Shareholders should address their correspondence to the Company's Share Transfer Agent Ankit Consultancy Pvt. Ltd., 60, Electronic Complex Pardesipura, Indore (M.P.) and may also contact at the registered office of the Company.

### **(XIV) Green Initiative:**

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual report, quarterly, half yearly results to shareholders at their e-mail address previously registered with the depository participants (DPs) / company / registrars and share transfer agents.

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses to help us in the endeavor to save trees and protect the planet. Those holding shares in demat form can register their e-mail address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Ankit Consultancy Pvt. Ltd, by sending a letter, duly signed by the first/sole holder quoting details of folio no.

### **(XV) Management discussion and analysis report:**

Management Discussion and Analysis Report forms a part of the Annual Report.

### **(XVI) Declaration by the CEO under Clause 49 of the Listing Agreement and Regulation 17(8) of SEBI (LODR) Regulation 2015, regarding adherence to the code of conduct:**

In accordance with Clause 49 of the Listing Agreement and Regulation 17(8) of SEBI (LODR) Regulation 2015, I hereby declare that all the directors and senior management personnel of the Company have affirmed compliance with the code of conduct applicable to all the directors and senior management, for the year ended March 31, 2017.

**S. K. Bandi**

Director/Chairman

DIN: 00789385





**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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**CFO CERTIFICATION UNDER REGULATION 17(8) OF SEBI (LODR) REGULATIONS, 2015**

**To,**

**The Board of Directors,**

**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

I hereby certify that:

- a. I have reviewed the financial statements and the cash flow statements of the company for the year ended on March 31, 2017 and that to the best of our knowledge and belief, we stated that:
  - 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. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal control for financial reporting and that I have evaluated the effectiveness of the internal control system of the company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors and the audit committee:
  - i. Significant change, if any, in internal control over financial reporting during the year.
  - ii. Significant change, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statement; and
  - iii. Instances of Significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Indore

Date: 28th August 2017

**Jeevan Goyal**  
**(Chief Financial Officer)**



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **INDUSTRY STRUCTURE**

Your Company is presently doing fees based activity and looking forward for a revival.

#### **OPPORTUNITIES AND THREATS**

Today's India's focus is on Service Sector and overall growth of economy. Though initial forecast for the current year are to be good. The economy growth will decide prospects for the year.

#### **FINANCIAL PERFORMANCE v/s OPERATIONAL PERFORMANCE**

Over the last few years the company has incurred significant losses and now the company is improving its financial by doing fees based activity and looking forward for revival. The Company is implementing its business strategies to achieve its long term objects.

Cutting cost on all fronts improving its efficiencies across its operations. This however, needs further improvement.

Redefining business is necessary for growth and remains profitable. PCMIL always tried to harness available opportunities.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company has adequate internal control Systems which specifically focus towards:-

- Efficiency of operations
- Conservation of resources
- Accuracy and promptness of financial reporting
- Regular compliance with statutes and regulations

Your Company is working towards further strengthening of organization structure, authority levels, documented policy guideline/procedures and management review systems.

#### **DEVELOPMENT IN HUMAN RESOURCES**

The Company's all relations continued to be harmonious and cordial with focus on improving inter personnel relationship, team building, productivity, quality and safety. The focus is on providing and maintaining a high level of motivation, on leadership development and upgrading of human skills.

#### **CAUTIONARY STATEMENT**

Estimates and expectations stated in this Management Discussion and Analysis report may be "forward-looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to your Company's operations include economic conditions, changes in Government regulations, tax laws, and other statutes and other incidental factors.

#### **DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

[Pursuant to Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

**To the members of  
Premium Capital Market & Investments Limited**

This is to confirm that for the year 2016-17, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct applicable to all the Directors and Senior Management of the Company.

**S. K. Bandi  
Director/Chairman  
DIN: 00789385**



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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**CERTIFICATE ON COMPLIANCE WITH CORPORATE GOVERNANCE**

To,

**The Members,**

**Premium Capital Market & INVESTMENTS Limited**

We have examined the relevant records of Premium Capital Market & Investments Limited for the purpose of certifying compliance with the conditions of corporate governance for the year ended 31 March 2017, as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges and as per SEBI (LODR) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For AIREN & SALUJA  
Chartered Accountants  
FRN: 004588C**

**Place: Indore  
Date: 28th August, 2017**

**CA SANJAY KUMAR AIREN  
(PARTNER )  
Membership No 073305**



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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### **Independent Auditor's Report**

#### **To the Members of PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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

We have audited the accompanying standalone financial statements of Premium Capital Markets & Investments Limited ('the Company'), which comprise the balance sheet as at 31 March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017 and its profit and its cash flows for the year ended on that date.



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure I" a statement on the matters specified in the paragraph 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - (f) with respect to adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure II".
  - (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:
    - i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements –Refer Note 18 (sub note no. 4) of the accounts to the financial statements ;
    - ii. The Company did not have any, on long-term contracts including derivative contracts for which there were any material foreseeable losses ; and
    - iii. There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (h) the company had provided requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

**For AIREN & SALUJA  
Chartered Accountants  
FRN: 004588C**

**Place: INDORE  
DATE: 29/05/2017**

**CA SANJAY KUMAR AIREN  
(PARTNER)  
Membership no 073305**



## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

### Annexure I to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2017, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.  
(c) According to the information and explanations given to us, There are no immovable properties owned by the Company.
- (ii) The Company does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- (iii) As informed and explained to us the Company has not granted any loans secured or unsecured to companies, parties, firms, limited liability partnership firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (iv) The Company has not given any loans, guarantees and Securities to any of its Directors or any other person to whom director is related. The company has not given any loan to body corporate whether directly or indirectly in which directors are interested.
- (v) As informed and explained to us, the Company has not accepted any deposits from the public under the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the 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, wealth tax, service tax, duty of customs, value added 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, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2017 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 dues of wealth tax, duty of customs and cess 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 dues of income tax, sales tax, service tax and value added tax have not been deposited by the Company on account of dispute

Name of the statute	Nature of dues	Amount (in Lacs)	Period to which the amount relates	Forum where dispute is pending
INCOME TAX ACT,1961	DEMAND	91.18	A.Y 1996-97	ITAT, INDORE

- (viii) As informed and explained to us the Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (ix) As informed and explained to us the Company did not raise money by way of any Initial Public offer or further public offer (including debts instruments) and Term loans during the year.



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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- (x) According to the information and explanations given to us, no material fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, no managerial remuneration has been paid by the company during the year.
- (xii) The Company is not Nidhi Company hence paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations obtained by us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013.
- (xiv) According to the information and explanations obtained by us, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year.
- (xv) According to the information and explanations obtained by us, company has not entered into any non-cash transaction with directors or persons connected with directors during the year.
- (xvi) As informed and explained to us the Company is not required to be registered u/s 45-IA of RBI Act, 1934.

**For AIREN & SALUJA  
Chartered Accountants  
FRN: 004588C**

**Place: INDORE  
DATE: 29/05/2017**

**CA SANJAY KUMAR AIREN  
(PARTNER)  
Membership no 073305**



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

### **Annexure II to the Independent Auditors' Report**

#### ***Report on Internal Financial Controls over Financial Reporting***

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

We have audited the internal financial controls over financial reporting of Premium Capital Markets & Investments Limited ('the Company') as of March 31, 2017 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 Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. 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





## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

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

**For AIREN & SALUJA  
Chartered Accountants  
FRN: 004588C**

**Place: INDORE  
DATE: 29/05/2017**

**CA SANJAY KUMAR AIREN  
(PARTNER)  
Membership no 073305**



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**Balance Sheet as at 31-Mar-2017**

In ' (Rupees)

Particulars	Note No.	Amount as at 31-Mar-2017	Amount as at 31-Mar-2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>		<b>2748719</b>	<b>2718954</b>
(a) Share Capital	1	65537000	65537000
(b) Reserves and Surplus	2	(62788281)	(62818046)
(c) Money received against share warrants		0	0
<b>2 Share application money pending allotment</b>		<b>0</b>	<b>0</b>
<b>3 Non-Current Liabilities</b>		<b>0</b>	<b>0</b>
(a) Long-Term Borrowings		0	0
(b) Deferred tax liabilities (Net)		0	0
(c) Other Long-Term Liabilities		0	0
(d) Long-term provisions		0	0
<b>4 Current Liabilities</b>		<b>3260357</b>	<b>3238128</b>
(a) Short-Term Borrowings	3	1338550	1308620
(b) Trade Payables	4	684772	702920
(c) Other Current Liabilities	5	1189147	1183762
(d) Short-Term Provisions	6	47888	42826
<b>Total</b>		<b>6009075</b>	<b>5957082</b>
<b>II. ASSETS</b>			
<b>1 Non-Current Assets</b>		<b>5452745</b>	<b>5452745</b>
(a) Fixed Assets	7	<b>49580</b>	<b>49580</b>
(i) Tangible Assets		42625	42625
(ii) Intangible Assets		6955	6955
(iii) Capital work-in-progress		0	0
(iv) Intangible assets under development		0	0
(b) Non Current Investments	8	4965000	4965000
(c) Deferred tax assets (net)		0	0
(d) Long-Term Loans and Advances	9	220374	220374
(e) Other Non-Current Assets	10	217791	217791
<b>2 Current Assets</b>		<b>556330</b>	<b>504337</b>
(a) Current Investments		0	0
(b) Inventories		0	0
(c) Cash and Cash Equivalents	11	521330	504337
(d) Short Term Loans & Advances		0	0
(e) Other current assets	12	35000	0
<b>Total</b>		<b>6009075</b>	<b>5957082</b>

Significant Accounting Policies and  
notes to the accounts

18-19

Notes referred to above form an integral part of accounts

For M/s. Airen & Saluja  
Chartered Accountants  
Firm Reg. No : 004588C

For and On Behalf of the Board of Directors

SD/-  
CA. Sanjay Kumar Airen  
Partner  
Membership No. : 073305

SD/-  
Jeevan Goyal  
CFO

SD/-  
S K Bandi  
Director

SD/-  
Vinay F Kothari  
Director

Place: Indore  
Date: 29th May 2017



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**Statement of Profit and Loss for the year ended 31-Mar-2017**

In' (Rupees)

	Particulars	Note No.	Amount	
			01-04-2016 to 31-03-2017	01-04-2015 to 31-03-2016
I	Revenue from Operations	13	952650	875700
II	Other Income	14	167294	0
III	<b>TOTAL REVENUE (I + II)</b>		1119944	875700
IV	<b>EXPENSES</b>			
	Cost of materials consumed		0	0
	Purchases of Stock-in-Trade		0	0
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		0	0
	Employee Benefit Expenses	15	151623	180092
	Finance Costs	16	81374	72377
	Depreciation and Amortization Expenses		0	0
	Other Expenses	17	850173	2981376
	<b>TOTAL EXPENSES</b>		<b>1083170</b>	<b>3233845</b>
V	<b>Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>		36775	(2358145)
VI	<b>Exceptional Items</b>		0	0
VII	<b>Profit before Extraordinary Items and Tax</b>		36775	(2358145)
VIII	<b>Extraordinary Items</b>		0	0
IX	<b>Profit Before Tax</b>		36775	(2358145)
X	<b>Tax Expense</b>		0	0
	Current Tax		7010	0
	Deferred Tax		0	0
XI	<b>Profit/(Loss) for the period from Continuing Operations(IX-X)</b>		29765	(2358145)
XII	<b>Profit/(Loss) from Discontinuing Operations</b>		0	0
XIII	<b>Tax Expense of Discontinuing Operations</b>		0	0
XIV	<b>Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)</b>		0	0
XV	<b>Profit(Loss) for the Period(XI+ XIV)</b>		29765	(2358145)
XVI	<b>Earnings per Equity Share</b>			
	-Basic		0.00	0.00
	-Diluted		0.00	0.00

The Notes referred to above form an integral part of the Balance Sheet.

Audit Report:- As Per Our report of even date

For M/s. Airen & Saluja  
Chartered Accountants  
Firm Reg. No : 004588C

For and On Behalf of the Board of Directors

SD/-  
CA. Sanjay Kumar Airen  
Partner  
Membership No. : 073305

SD/-  
Jeevan Goyal  
CFO

SD/-  
S K Bandi  
Director

SD/-  
Vinay F Kothari  
Director

Place: Indore  
Date: 29th May 2017



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**Notes to and forming part of Balance Sheet as at 31-Mar-2017**

**Note 1 . Share Capital**

**1 . 1 Authorized, Issued, Subscribed and Paidup share capital**

In ' (Rupees)

Particulars	as at 31-Mar-2017		as at 31-Mar-2016	
	No. of Shares	Amount	No. of Shares	Amount
<b>Authorised Share Capital</b>				
Equity Shares of Rs. 10.00 each	10000000	100000000	10000000	100000000
<b>Total</b>	<b>10000000</b>	<b>100000000</b>	<b>10000000</b>	<b>100000000</b>
<b>Issued Share Capital</b>				
Equity Shares of Rs. 10.00 each	6553800	65538000	6553800	65538000
<b>Total</b>	<b>6553800</b>	<b>65538000</b>	<b>6553800</b>	<b>65538000</b>
<b>Subscribed and fully paid</b>				
Equity Shares of Rs. 10.00 each	6553800	65538000	6553800	65538000
Less:- Calls in Arrears	100	1000	100	1000
<b>Total</b>	<b>6553700</b>	<b>65537000</b>	<b>6553700</b>	<b>65537000</b>
<b>Total</b>	<b>6553700</b>	<b>65537000</b>	<b>6553700</b>	<b>65537000</b>

**1 . 2 Reconciliation of share capital**

Particulars	as at 31-Mar-2017		as at 31-Mar-2016	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares (Face Value Rs. 10.00)</b>				
Shares outstanding at the beginning of the year	6553700	65537000	6553700	65537000
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	6553700	65537000	6553700	65537000

**1 . 3 Shareholders holding more than 5% of Share**

Particulars	as at 31-Mar-2017		as at 31-Mar-2016	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Dr. Mrs. Sushma Bandi	1285000	19.61	1285000	19.61
Mr. Gaurav Bandi	842700	12.86	842700	12.86
Mr. Sudarshan Kumar Bandi	443330	6.76	443330	6.76



## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

Notes to and forming part of Balance Sheet as at 31-Mar-2017

<b>Note 2 . Reserves and Surplus</b>		<b>In ' (Rupees)</b>
<b>Particulars</b>	as at 31-Mar-2017	as at 31-Mar-2016
<b>Other Reserves</b>	<b>241534</b>	<b>241534</b>
Opening balance	241534	241534
Closing balance (A)	241534	241534
<b>Surplus</b>		
Opening Balance	(63059580)	(60701435)
(+) Net profit/(Net loss) for the Current Year	29765	(2358145)
(+) Transfer from reserves	0	0
(-) Transfer to reserves	0	0
Closing balance (B)	(63029815)	(63059580)
<b>Total (A+ B)</b>	<b>(62788281)</b>	<b>(62818046)</b>

<b>Note 3 . Short-Term Borrowings</b>		<b>In ' (Rupees)</b>
<b>Particulars</b>	as at 31-Mar-2017	as at 31-Mar-2016
<b>Unsecured</b>		
<b>Loans and advances from related parties</b>	1338550	1308620
<b>Total</b>	<b>1338550</b>	<b>1308620</b>

<b>Note 4 . Trade Payables</b>		<b>In ' (Rupees)</b>
<b>Particulars</b>	as at 31-Mar-2017	as at 31-Mar-2016
<b>Others</b>	684772	702920
<b>Total</b>	<b>684772</b>	<b>702920</b>

<b>Note 5 . Other Current Liabilities</b>		<b>In ' (Rupees)</b>
<b>Particulars</b>	as at 31-Mar-2017	as at 31-Mar-2016
<b>Other Payables</b>	1189147	1183762
<b>Total</b>	<b>1189147</b>	<b>1183762</b>

<b>Note 6 . Short-Term Provisions</b>		<b>In ' (Rupees)</b>
<b>Particulars</b>	as at 31-Mar-2017	as at 31-Mar-2016
<b>Provision for Employee Benefits</b>		
<b>Salary and Reimbursements</b>	<b>15000</b>	<b>17000</b>
<b>Others</b>	<b>32888</b>	<b>25826</b>
<b>Total</b>	<b>47888</b>	<b>42826</b>

Notes to and forming part of Balance Sheet as at 31-Mar-2017

Note 7 . Fixed Assets Schedule

In ' (Rupees)

Particulars	Gross Block				Depreciation and Amortization						Net Block			
	Opening Balance	Additions	Deductions / Retirement	Acquired through Business Combination	Other Adj.	Closing Balance	Opening Balance	Depreciation charge	Revaluation Adjustments	On Disposals / Reversals	Impairment Loss	Closing Balance	Opening Balance	Closing Balance
<b>Tangible Assets</b>														
Freehold Furniture and Fixtures	1687532	0	0	0	0	1687532	1683872	0	0	0	0	1683872	3660	3660
Freehold Office Equipment	779294	0	0	0	0	779294	740329	0	0	0	0	740329	38965	38965
<b>Total</b>	<b>2466827</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2466827</b>	<b>2424201</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2424201</b>	<b>42625</b>	<b>42625</b>
<b>Intangible Assets</b>														
Computer software	139100	0	0	0	0	139100	132145	0	0	0	0	132145	6955	6955.22
<b>Total</b>	<b>139100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>139100</b>	<b>132145</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>132145</b>	<b>6955</b>	<b>6955.22</b>
<b>Grand Total</b>	<b>2605927</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2605927</b>	<b>2556346</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2556346</b>	<b>49580</b>	<b>49580</b>
<b>Previous Year</b>	2605927	0	0	0	0	2605927	2556346	0	0	0	0	2556346	49580	49580.00

Notes to and forming part of Balance Sheet as at 31-Mar-2017  
Note 8 Non Current Investments

Particulars	In ' (Rupees)	
	as at 31-Mar-2017	as at 31-Mar-2016
<b>A Other Investments (Refer A below)</b>		
(a) Investment in Equity Instruments	4,965,000	4,965,000
<b>Total</b>	<b>4,965,000</b>	<b>4,965,000</b>
Less : Provision for diminution in the value of Investments	-	-
<b>Total</b>	<b>4,965,000</b>	<b>4,965,000</b>

Particulars	as at 31-Mar-2017	as at 31-Mar-2016
Aggregate amount of unquoted investments (Previous Year ' 4965000/-)	4,965,000	4,965,000

A. Details of Other Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted /	Partly Paid / Unquoted	Extent of Holding (%) Fully paid		Amount (₹)		Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' - Basis of Valuation
			As at 31-Mar-2017	As at 31-Mar-2016			As at 31-Mar-2017	As at 31-Mar-2016	As at 31-Mar-2017	As at 31-Mar-2016		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	<b>Investment in Equity Instruments</b>											
1	Premium Global Securities Pvt. Ltd.	Associate	350000	350000	Unquoted	Fully Paid	31.58%	31.58%	3500000	3500000	Yes	NA
2	Premium Global Commodities & Derivatives Pvt. Ltd	Other	60000	60000	Unquoted	Fully Paid	10.34%	10.34%	600000	600000	Yes	NA
3	Alaska Capital Market Pvt. Ltd.	Associate	85500	85500	Unquoted	Fully Paid	36.38%	36.38%	855000	855000	Yes	NA
4	Girnar H & D Pvt. Ltd. Other	1000	1000	Unquoted	Fully Paid	10%	10%	10000	10000	Yes	NA	
	<b>Total</b>							<b>4,965,000</b>	<b>4,965,000</b>			



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

Notes to and forming part of Balance Sheet as at 31-Mar-2017

**Note 9. Long-Term Loans and Advances**

**In ' (Rupees)**

<b>Particulars</b>	<b>as at 31-Mar-2017</b>	<b>as at 31-Mar-2016</b>
<b>Security Deposits</b>		
Secured, considered good	0	0
Unsecured		
Loans and advances to related parties	0	0
<b>Other loans and advances</b>		
Unsecured, considered good	220374	220374
Considered Doubtful	7102496	7102496
Less:Provision for doubtful other loans and advances	(7102496)	(7102496)
<b>Total</b>	<b>220374</b>	<b>220374</b>

**Note 10. Other Non-Current Assets**

**In ' (Rupees)**

<b>Particulars</b>	<b>as at 31-Mar-2017</b>	<b>as at 31-Mar-2016</b>
<b>(a) Others</b>		
Unsecured, considered good	217791	217791
Considered Doubtful	21234398	21234398
Less:Provision for other doubtful debts	(21234398)	(21234398)
<b>Total</b>	<b>217791</b>	<b>217791</b>
<b>G. Total</b>	<b>217791</b>	<b>217791</b>

**Note 11 . Cash and Cash Equivalentents**

**In ' (Rupees)**

<b>Particulars</b>	<b>as at 31-Mar-2017</b>	<b>as at 31-Mar-2016</b>
Balances with Banks	-162061	23484
Cash on hand	683391	480853
<b>Total</b>	<b>521330</b>	<b>504337</b>

**Note 12 . Other Current Assets**

**In ' (Rupees)**

<b>Particulars</b>	<b>as at 31-Mar-2017</b>	<b>as at 31-Mar-2016</b>
Staff Advances	35000	0
<b>Total</b>	<b>35000</b>	<b>0</b>





**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

Notes to and forming part of Statement of Profit and Loss for the year ended 31-Mar-2017

Note 13 . Revenue from Operations		In ' (Rupees)	
Particulars	1-Apr-2016 to 31-Mar-2017	1-Apr-2015 to 31-Mar-2016	
Other Operating Revenues	952650	875700	
<b>Total</b>	<b>952650</b>	<b>875700</b>	

Note 14 . Other income		In ' (Rupees)	
Particulars	1-Apr-2016 to 31-Mar-2017	1-Apr-2015 to 31-Mar-2016	
Other Income	166493		
Dividend	801	0	
<b>Total</b>	<b>167294</b>	<b>0</b>	

Note 15 . Employee Benefit Expenses		In ' (Rupees)	
Particulars	1-Apr-2016 to 31-Mar-2017	1-Apr-2015 to 31-Mar-2016	
Salaries and Wages	151623	180092	
<b>Total</b>	<b>151623</b>	<b>180092</b>	

Note 16 . Finance Costs		In ' (Rupees)	
Particulars	1-Apr-2016 to 31-Mar-2017	1-Apr-2015 to 31-Mar-2016	
Interest Expense	81374	72377	
<b>Total</b>	<b>81374</b>	<b>72377</b>	

Note 17 . Other Expenses		In ' (Rupees)	
Particulars	1-Apr-2016 to 31-Mar-2017	1-Apr-2015 to 31-Mar-2016	
Audit Fees			
Payment to Auditors as Auditor	25878	25826	
Total (A)	25878	25826	

<b>Other Expenses</b>			
Bank Charges	1065	502	
Advertisement Expenses	4000	10000	
Rent	12000	12000	
Legal & Professional	84838	54594	
Listing Fees	230000	224720	
Office Expenses	1378	0	
E-voting Exp[enses	34350	0	
Postage & Couries	199686	65314	
Share Transfer Fees & Exp.	110282	104018	
Interest on TDS	697	347	
Sattionery & Printing	71410	75400	
Electricity Exp.	2896	3000	
Custody/Issuer Fees	71693	54870	
Provision for Doubtful Debt	0	2350785	
<b>Total (B)</b>	<b>824295</b>	<b>2955550</b>	
<b>Total (A+ B)</b>	<b>850173</b>	<b>2981376</b>	



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDING ON 31ST MARCH 2017**

In ' (Rupees)

	2016-17	2015-16
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit Before Interest, Tax and Extra-Ordinary Items	118149	(2285768)
ADJUSTMENTS FOR :-		
Depreciation	0	0
Interest Income	0	0
Dividend	0	0
Loss / (Profit) on Sale of Investments	0	0
Future & Option Trading Loss / (Profit)	0	0
Profit on Sale of Fixed Assets	0	0
Provision for Diminutions in Current Investments	0	0
other Income	0	0
Operating Profit Before Working Capital Changes	<u>118149</u>	<u>(2285768)</u>
ADJUSTMENTS FOR :-		
Decrease in Trade and Other Receivable	(35000)	2350787
Increase / (Decrease) in Trade Payables and Other Liabilities	<u>(7701)</u>	<u>187347</u>
<b>Cash Generated from Operating Activities</b>	<b><u>75448</u></b>	
Income tax	7010	
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b><u>68438</u></b>	<b><u>252366</u></b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Fixed Assets	0	0
Net Decrease / (Increase) in Investments	0	0
Interest Income	0	0
Dividend Received	0	0
Profit (Loss) from Trading in Share	0	0
Future & Option Trading Loss / (Profit)	0	0
Other Income	<u>0</u>	<u>0</u>
<b>NET CASH USED IN INVESTING ACTIVITY (B)</b>	<b><u>0</u></b>	<b><u>0</u></b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance Charged Paid	(81374)	(72377)
Unsecured Loans Increase (Decrease)	29930	110452
Proceeds from Bank Borrowings	<u>0</u>	<u>0</u>
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b><u>(51445)</u></b>	<b><u>38075</u></b>
NET INCREASE IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)	16994	290441
Cash and Cash Equivalents as at the commencement of the Year	504338	213897
Cash and Cash Equivalents as at the end of the Year	521331	504338
Net Increase as Disclosed Above	<u>16994</u>	<u>290441</u>

Note : All Figures in Brackets are outflows

For and on behalf of the Board

Place: Indore  
Date : 29th May 2017

SD/-  
Jeevan Goyal  
CFO

SD/-  
S K Bandi  
Director

SD/-  
Vinay F Kothari  
Director



## **PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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### **NOTE: - 18 SIGNIFICANT ACCOUNTING POLICIES**

#### **A. SIGNIFICANT ACCOUNTING POLICIES**

##### **1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by the Securities and Exchange Board of India (SEBI).

##### **2. INCOME RECOGNITION:**

Dividend Income accounted for on receipt basis.

Interest and other income are account for on accrual basis except for not performing assets.

##### **3. EXPENSES:**

It is the policy of the company to provide all the known expenses on accrual basis except as state elsewhere in the notes to the accounts.

##### **4. FIXED ASSETS:**

Fixed Assets are stated at Historical cost less depreciation.

##### **5. DEPRECIATION:**

Pursuant to notification of Schedule II to The Companies Act, 2013, the company has assessed the useful life and the depreciation has been provided on the basis of useful lives w.e.f April 01, 2014. Accordingly no depreciation was required to be provided for current financial year.

##### **6. VALUATION OF INVESTMENTS:**

Unquoted Investments are valued at cost.

##### **7. BORROWING COSTS:**

Borrowing cost that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred. No. borrowing costs were eligible for capitalization during the financial year.

##### **8. RETIREMENT BENEFITS:**

The company has not provided for Retirement benefits as in the opinion of management provision of provident fund, Gratuity, Leave encashment are not applicable to the company.



## PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED

### Note:- 19 Notes to the Accounts

- The Company has made provision for MAT this year (Provision Year Rs. NIL) under the income Tax Act, 1961, as per expert advice taken in this respect.
- Expenditure & Earning's in foreign currency is Nil in current year as well as previous year.
- In the opinion of Board of Directors, the Current Assets i.e. Sundry Debtors Loans and Advances and Other Current Assets as at the end of year 31.03.2017 have a value on realization in the ordinary course of the business at least equal to the amount at which these are stated.
- Contingent Liabilities not provided for:  
Income Tax demand for the A.Y. 1996-97 against which an appeal was pending before the CIT (Appeals)- II, Indore, relief in assessed Income of Rs.56.45 Lacs is granted by the Hon'ble CIT( Appeals)-II which reduces our tax demand approximately to Rs.91.18 Lacs from Rs.171.85 Lacs and for the balance demand the company has also filed appeal before the Hon'ble ITAT Indore bench and the same is pending for decision. The Company had deposited against above Rs. 2.20 lakhs and the same is shown under other long term loans and advances pending final decision of income tax authorities.
- Some very old credit balances of Rs. 166493.05 have been written off during the year and shown under the head other income.
- Previous year figures are regrouped /rearrange wherever necessary to confirm with current year classification. Amount rounded off to nearest of Rupee.
- Debit and Credit Balance of Parties are subject to confirmation from concerned parties.
- Provision for Deferred Tax Assets not made as company is running in Losses and there is no virtual certainty that in near future sufficient taxable income will be available.
- Related Party Disclosure

NAME OF RELATED PARTY	RELATION
S.K. BANDI	KEY MANAGEMENT PERSONNEL
PREMIUM GLOBAL SECURITIES PVT. LTD.	ASSOCIATE COMPANY
PREMIUM GLOBAL COMMODITIES & DERIVATIVES PVT. LTD.	ASSOCIATE COMPANY
PREMIUM GLOBAL REALITY (I) PVT LTD	RELATED PARTY

NATUREOF TRANSACTION	KMP	RELATIVE OF KMP	ASSOCIATE	RELATED PARTY
Rent	NIL	NIL	NIL	NIL
Interest	NIL	NIL	76200.00	NIL
Loan				
Opening Balance	NIL	NIL	1269970.00 CR.	38650.00 CR.
Net Transaction during year	NIL	NIL	76200.00 CR.	38650.00 DR
Closing	NIL	NIL	1338550.00 CR.	

### 9. Details of SBNs Other Denomination Notes as required by Notification No. G.S.R. 308(E) Dated: 30th March, 2017 of Ministry of corporate Affairs

SBNs	Other	Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	0.00	797009.12	797009.12
(+) Permitted Receipts	0.00	264600.00	264600.00
(-) Permitted Payments	0.00	35000.00	35000.00
(-) Amount deposited in Banks	0.00	0.00	0.00
Closing cash in hand as on 30.12.2016	0.00	1026609.12	1026609.12



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

**PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED**

CIN: L67120MP1992PLC007178

Registered Office: 401, Starlit Tower 29 Y N Road Indore

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

Tel: (0731) 2536127,2433348

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

<b>Name and address of the Registered member</b>	
<b>Folio No./DP ID No./ Client ID No.</b>	
<b>No. of Shares</b>	

I hereby record my presence at the 25th Annual General Meeting of the Company to be held at 401, Starlit Tower 29 Y N Road Indore on Thursday, 28th September, 2017 at 10:00 A.M.

\_\_\_\_\_  
Signature of the Member/Joint Member/Proxy attending the Meeting

<b>Electronic Voting Event Number (EVEN)</b>	<b>User ID</b>	<b>Password</b>

**Note:**

Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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CIN: L67120MP1992PLC007178

Registered Office: 401, Starlit Tower 29 Y N Road Indore

Website: www.premiumcapital.in • Tel: (0731) 2536127,2433348

25th Annual General Meeting of the Company to be held at 401, Starlit Tower 29 Y N Road Indore on Thursday, 28th September, 2017 at 10:00 A.M

**PROXY FORM**

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

CIN	L67120MP1992PLC007178
Name of the Company	<b>PREMIUM CAPITAL MARKET AND INVESTMENTS LIMITED</b>
Registered Office	401, Starlit Tower 29 Y N Road Indore
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID – Client ID	

I/We, being the Member(s) of and hold/holds \_\_\_\_\_ shares of above named Company, hereby appoint:

(1) Name.....

Address:.....

Email ID: .....Signature..... Or failing him/her

(2) Name.....

Address:.....

Email ID: .....Signature..... Or failing him/her

(3) Name.....

Address: .....

Email ID: .....Signature.....



**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Thursday, 28th September, 2017 at 10.A.M. at 401, Starlit Tower 29 Y N Road Indo and at any adjournment thereof in respect of such resolutions:

**II. ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a director in place of Mr. Sudarshan Kumar Bandi (holding DIN 00789385), who retires by rotation and being eligible offers himself for re-appointment.
- 3) Re-appointment of Statutory Auditors :

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2017

Signature \_\_\_\_\_

Signature of 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, Statement setting out material facts thereon and notes, please refer to the Notice of the 25th Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

## AGM VENUE MAP - STARLIT TOWER





**BOOK PART  
PRINTED MATTER**

TO, \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

If Undelivered please return to :  
**PREMIUM CAPITAL MARKET & INVESTMENTS LIMITED**  
Registered Office : 401, STARLIT TOWER, 29, Y.N. ROAD, INDORE - 452 003