



DIRECTORS' REPORT

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

Your directors are pleased to present the 28th Annual report together with the Audited Financial Statements for the year ended on 31st March, 2020.

FINANCIAL RESULTS

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

(Rs. in Lakhs)

	2019-20	2018-19
Total Income from operations	1.76	11.68
Profit (Loss) before tax and depreciation	(9.79)	0.61
Less : Depreciation	0.00	0.00
Profit (Loss) before Tax	(9.79)	0.61
Previous year's adjustment	0.00	0.00
	0.00	0.00
Provision for Tax	0.00	0.00
	(9.79)	0.61
Add : Balance brought forward from previous year	(629.68)	(630.29)
Add:- Depreciation/Amortization effect given for previous years	(00.00)	(00.00)
Losses carried to Balance Sheet	(639.47)	(629.68)
Earnings Per Share	(00.00)	(00.00)



DIVIDEND

Since the company does not have enough profits for the current year and also there are carried forward losses your directors have not recommended any dividend for the year ended 31st March, 2020.

COVID-19

In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees. The switch to work from home for employees all over extending. As of March 31, 2020, work from home was enabled to close to 100 percent of the employees to work remotely and securely.

REVIEW ON OPERATIONS

During the Financial Year 2019-20, the Company has losses of Rs (9.79) Lacs in comparison to last year's profit of Rs. 0.61 Lacs. The company's funds are blocked with old debtors and advances which are not recoverable and therefore necessary provisions have already been made in the books of accounts. The company is presently undertaking fees

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based services only. In absence of the liquidity of funds the company could not generate comparatively better results as compared to earlier years.

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 Deoraj Pathak (Chairman of the Audit Committee), Shri Nitin Kanodia (Director) & Ms. Swati Singh (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 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.

The equity share of the company is listed on BSE. The trading in shares of the company are suspended from trading by Bombay Stock Exchange (BSE) due to nonpayment of penalty. The company has given representation to BSE to reverse the penalty final personal hearing is pending for the same.

DIRECTORS

The Board consists of 3 (Three) directors out of whom one is Chairperson who is also the woman Whole time director, besides two independent Directors and Ms. Swati Singh is liable to retire by rotation.

The Board of Directors has Proposed to reappoint Ms. Swati Singh as Director who is retired by rotation and being eligible for offers herself for re-appointment as Director of the Company along with the Position of Whole time Director of the Company, whose office shall be liable to retirement by rotation.

NUMBER OF MEETINGS OF THE BOARD

The following Meetings of the Board of Directors were held during the Financial Year 2019-20:

S No.	Date of Meeting	Board Strength	No. of Directors Present
1.	26th April, 2019	3	3
2.	15th May, 2019	3	3
3.	12th May, 2019	3	3
4.	16th July, 2019	3	3
5.	12th August, 2019	3	3
6.	05th October, 2019	3	3
7.	14th November, 2019	3	3
8.	14th February, 2020	3	3

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AUDIT AND OTHER COMMITTEES

Pursuant to the provisions of Companies Act, 2013, company has Audit Committee, Stakeholders Relation Committee and Nomination and Remuneration Committee.

PUBLIC DEPOSITS

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES

The Company does not have any subsidiary Company and Joint venture company. However, Premium Global Securities is an associate of the company

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:

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments provided by the Company under Section 186(4) of the Act as at the end of the Financial Year 2019-20 are disclosed in the Notes to the Financial Statement attached with the Board Report.

DECLARATION OF INDEPENDENCE

Your Company has received declaration from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules made there under as well as of the Listing Agreement.

WHISTLE BLOWER POLICY

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

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:

- a) In the preparation of accounts, the applicable accounting standards have been followed.
- b) 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, 2020 and the Statement of Profit / Loss of the company for the year ended on that date.
- c) 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 and detecting frauds and other irregularities.
- d) The annual accounts of the company have been prepared on a going concern basis.

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- e) 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
- f) There is a proper system to ensure compliance with the provisions of all applicable laws and those systems are adequate and operating effectively.

AUDITOR

VISHAL PALIWAL AND ASSOCIATES, Chartered Accountants, were appointed as statutory auditors of the Company in conformity with the provisions of sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, who resigned before their tenure was completed due to personal reasons.

Audit Committee of the Company recommended and approved by the Member of the Company, the appointment of **S.N. GADIYA & Co.**, having (Firm Reg No. 002052C) Chartered Accountants, as Statutory Auditors of the Company in place of CA Vishal Paliwal & Associates, to hold office from the conclusion of ensuing 28th Annual General Meeting until the conclusion of the 33th Annual General Meeting and to fix their remuneration.

The written Consent regarding said appointment is received from auditors 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.

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.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A detailed report on management discussions and analysis report as a separate statement in the Annual Report

CORPORATE GOVERNANCE

According to Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 Regulation 17 to Regulation 27 related to corporate governance and compliance report on corporate governance under Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is not applicable in respect of the listed entity having paid up equity share capital not exceeding rupees Ten crore and net worth not exceeding rupees Twenty Five crore, as on the last day of the previous financial year.

As the paid up capital of our company is Rs 6,55,37,000 and net worth is Rs 18,84,963 which is not exceeding the limits specified in Regulation 15 (2) of SEBI (LODR), Regulations, the Company is not required to mandatorily comply with corporate governance report and regulations related thereto. Your board is determined to continue to comply these norms whenever they become applicable on the company.

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".

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 Mr. Nikhil Dhanotiya, Practicing Company Secretary (Membership No.A62578 CP No. 23498) to undertake the Secretarial audit of the company. The Secretarial Auditor Report is annexed herewith as "Annexure B".

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The Secretarial Auditor in his report has made following qualifications:

- I. The company is defending few penalties related to previous years imposed by Bombay Stock Exchange and has made representation to BSE for reversal of penalty amount and to revoke the suspension decision of BSE is awaited.
- II. The company has not paid listing fees for last 3 years due to which company is eligible to be delisted in future.

Response to Qualification (1): The shares of the company are suspended on BSE for non-payment of penalty amount. The company has made representation to BSE for reversal of penalty amount and to revoke the suspension. We are awaiting a positive response from BSE.

Response to Qualification (2): The Company has not been able to pay the listing fees for last 3 years. However the company has made payments in small installments and also the company has made a representation to BSE and SEBI to reduce the heavy annual listing fees which is a burden on small companies like ours. That in last 5 years the listing fees has been increased by 10 times which is a heavy burden on financially weak company like ours. Response from BSE is awaited.

CEO / CFO CERTIFICATION:

As required under Regulation 17(8) of SEBI (LODR) Regulations, 2015 the CEO /CFO certificate for the financial year 2019-20 signed by Mr. Jeevan Goyal, CFO was placed before the Board of Directors.

RELATED PARTY TRANSACTIONS

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

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is formulated by the company.



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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 Market and Investments Limited

Place: Indore

Date: 27.11.2020

Registered office

401, Starlit Tower, 4th Floor

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

Sd/-

Nitin Kanodia

DIN: 08374026

Director

