ANNUAL REPORT : 2018-19

PREMIUM MERCHANTS LIMITED

(CIN : L51909DL1985PLC021077)
Regd. Office: Omaxe Square, Plot No. 14, 5th Floor, Jasola District Centre, Jasola
New Delhi-110 025
Email id – premiummerchants123@gmail.com
Tel:91 11 61119658
www.pmltd.in

PREMIUM MERCHANTS LIMITED

Registered office: Omaxe Square, Plot No. 14, 5th Floor, Jasola District Centre, Jasola, New Delhi-110025
CIN: L51909DL1985PLC021077, Tel: +91 11 61119658
Email Id: premiummerchants123@gmail.com, website:www.pmltd.in

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Krishan Kumar Modi	Director
Mr. Sanjay Kumar Gupta	Director
Ms. Babita Gupta	Woman Director
Mr. Balbir Singh	Independent Director
Mr. Rajeev Kapoor	Independent Director

KEY MANAGERIAL PERSONNEL

Mrs. Shikha Mittal	Chief Executive Officer
Mr. Ramesh Chander	Chief Financial Officer
Ms. Jyoti Bharti	Company Secretary

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Balbir Singh	Chairman
Mr. Rajeev Kapoor	
Mr. Sanjay Kumar Gupta	

NOMINATION AND REMUNERATION COMMITTEE

Mr. Balbir Singh	Chairman
Mr. Rajeev Kapoor	
Mr. Sanjay Kumar Gupta	

STATUTORY AUDITORS
M/s R.C AGARWAL & CO. Chartered Accounts
102, Laxman Palace, 19, Veer Savarkar Block, Madhuban Road
Shakarpur, New Delhi-110092

SECRETARIAL AUDITORS
M/s Kundan Agrawal & Associates
H-23A, 204 Kamal Tower, Near Sai Mandir,
Vikas Marg, Laxmi Nagar, Delhi-110092

INTERNAL AUDITORS
M/s S K Shukla & Co.,
Chartered Accountants
184, 2nd Floor, Jeewan Nagar, Near Tikona Park, New Delhi-110014

REGISTRAR AND SHARE TRANSFER AGENT
MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area, Phase-II
New Delhi-110020

REGISTERED OFFICE
Omaxe Square, Plot No. 14, 5th Floor, Jasola District
Centre, Jasola, New Delhi-110025

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34th ANNUAL GENERAL MEETING	
Day:-	Monday
Date:-	30.09.2019
Time:-	11.00 A.M
Venue:-	**At 'The Sentinel', 47, Pocket-1, Jasola, New Delhi-110025**

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting (AGM) of the Company will be held at 'The Sentinel', 47, Pocket-1, Jasola, New Delhi-110025 on 30th September, 2019 (Monday) at 11.00 A.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Ms. Babita Gupta (DIN: 07135430) who retires by rotation and being eligible, offers herself for re-appointment.

3. To re-appoint M/s. R.C Agarwal & Co., Chartered Accountants (Firm Registration No. 003175N), as the Statutory Auditors of the Company for another term of five years and to fix their remuneration and in this regard, to consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act,2013, ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. R.C Agarwal & Co., Chartered Accountants (Firm Registration No. 003175N), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company for another term of Five years till the conclusion of 39th AGM to be held in the calendar year 2024 with respect to the 5 financial years beginning from April 1, 2019 and ending March 31, 2024 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to Sections 149,150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Balbir Singh (DIN 00027438), an Independent Director whose term of directorship ends on conclusion of this 34th AGM and in whose respect the Company has received a written notice from a member proposing his candidature for reappointment as an Independent Director be and is hereby re-appointed as an Independent Director, not

PREMIUM MERCHANTS LIMITED NEW DELHI

liable to retire by rotation, to hold office for another term of 5 (five) consecutive years i.e. upto the conclusion of the 39th AGM of the Company in the calendar year 2024."

By order of the Board
For Premium Merchants Limited

Balbir Singh
Director
DIN: 00027438

Place: New Delhi
Date : 14th August, 2019

Notes:

1. The Register of Members and Share Transfer Register of the Company shall remain closed from Tuesday, September 24 , 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of taking record of the shareholders at the Annual General Meeting.

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxy Form, in order to be effective, shall be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy form is annexed to this Notice. Proxy forms submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. Corporate members intending to send their authorized representative to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of Item 4 is annexed to the Notice of the meeting.

5. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company and its Registrar and Transfer Agents (RTA) have stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.

6. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, bank details, ECS mandate, nominations, power of attorney, email ID, etc. to their depository participants only and not to the Company or its RTA. The said intimation will be automatically reflected in the Company's records.

7. Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.

8. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in form SH-13.

9. Members may contact M/s. MAS SERVICES LIMITED, the Registrars & Transfer Agents (RTA) for any investor related services .The address and other contact details of RTA are as under:

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10. The Statement of Profit and Loss for the financial year ended 31st March, 2019, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached thereto, are available for inspection by Members at the Registered Office and Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on working days up to the date of this AGM. Members may also visit the Company's website www.pmltd.in for viewing various financial information including the quarterly results and annual report of the Company.

11. As a part of its 'Green Initiative' in the Corporate Governance and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules issued thereunder, companies can serve annual report and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with its depository participant. Therefore, electronic copy of the annual report along with the Notice is being sent to all those members whose e-mail addresses are registered with the Company/Depository Participant unless a member has requested for a physical copy of the same.

12. Vide its Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013, the SEBI has instructed all the companies to use electronic mode of payment to the investors. Companies whose securities are listed on Stock Exchanges are directed to use, either directly or through their RTI & STA, any Reserve Bank of India approved electronic mode of payment such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT etc.

13. Members, who have not yet submitted their requisite bank account details, are once again requested to kindly provide these details by quoting their reference folio number(s) if shares are held in physical form. If shares are held in dematerialised form, Members may kindly provide the requisite bank account details to their Depository Participant to ensure that dividend payment is correctly credited to their account.

14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

15. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.

16. **Voting through electronic means**

A. In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 (Listing Obligation and Disclosure Requirement) Regulation, 2015 the Company is pleased to provide its members facility to exercise their right to vote 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).

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B. 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.

C. 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.

D. The remote e-voting period commences on Thursday, September 26, 2019 (09:00 am) and ends on Sunday, September 29, 2019 (05:00 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 September 23, 2019 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.

E. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the as on the cut-off date i.e, 23rd September, 2019.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 voting, either through remote e-voting or voting at the AGM through poll papers.

F. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the as on the cut-off date i.e, 23rd September, 2019. 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 voting, either through remote e-voting or voting at the AGM through poll papers.

The procedure and instructions for members for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to

PREMIUM MERCHANTS LIMITED NEW DELHI

Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

   (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat

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account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at step 1, you will be able to see the Home page of e-voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. **Select "EVEN"of the Company, which is 111497**

4. Now you are ready for e-voting as the Voting page opens.

5. Cast your vote by selecting appropriate options, i.e, assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "submit" and also "confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Intuitional shareholders (i.e, other than individuals, HUF, NRI, etc.)are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc.with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to kapahiassociates@yahoo.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event,

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you will need to go through the "Forget User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. :1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

i. 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. September 23rd , 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

ii. 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.

iii. Mr. Surrinder Kishore Kapahi (CP No. 1118), Proprietor Kapahi and Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting (i.e remote e-voting and physical voting at the meeting) process in a fair and transparent manner.

iv. 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.

v. The Scrutinizer shall after the conclusion of voting at the AGM, 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 48 hours 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.

vi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pmltd.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Metropolitan Stock Exchange of India Limited (formerly Known as MCX Stock Exchange Limited).

By order of the Board
For Premium Merchants Limited

PREMIUM MERCHANTS LIMITED NEW DELHI

Balbir Singh
Director
DIN: 00027438
Place: New Delhi
Date : 14th August, 2019

PREMIUM MERCHANTS LIMITED

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

As per the provisions of Section 149 of the Companies Act, 2013, the Independent Directors shall be appointed for not more than two consecutive terms of five years each and shall not be liable to retire by rotation. Further, consent of the Members by way of Special Resolution is required for re-appointment of an Independent Director.

The Members of the Company on 30th September, 2014 approved the appointment of Mr. Balbir Singh as an Independent Director of the Company for a period of five years i.e., till the conclusion of the 34th AGM of the Company to be held in the calendar year 2019. Mr. Balbir Singh will complete his term upon the conclusion of 34th AGM to be held on 30th September, 2019.

The Board of Directors of the Company at the meeting held on 14th August, 2019, on the recommendation of the Nomination & Remuneration Committee recommended for the approval of the Members the re-appointment of Mr. Balbir Singh as an Independent Director of the Company to hold office for another term of 5 (five) years i.e. upto the conclusion of the 39th AGM of the Company to be held in the calendar year 2024, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and relevant regulations of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, as set out in the resolutions relating to the re-appointment. In the opinion of the Board, Mr. Balbir Singh fulfills the criteria specified under Companies Act, 2013 and SEBI (LODR) Regulations, 2015 for being appointed as an Independent Director of the Company.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Balbir Singh has been received by the Company and consent have been filed by Mr. Balbir Singh pursuant to Section 152 of the Companies Act, 2013. The Company has also received declaration from Mr. Singh to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and relevant regulation of the SEBI (LODR) Regulations, 2015.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Mr. Balbir Singh is concerned or interested in the Resolution.

The Board recommends the resolution as set out at Item No. 4 of the Notice for your approval.

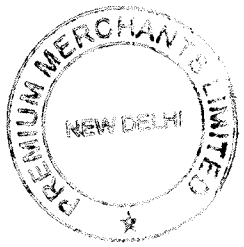
PREMIUM MERCHANTS LIMITED NEW DELHI

IX

Brief profile of Mr. Balbir Singh is as follows:

Name of the Director	**Mr. Balbir Singh**
Director Identification Number	00027438
Date of joining the Board	10.02.2007
Qualification	CA & CS
Profile of the Director	Mr. Balbir Singh is a finance professional with many years of work experience. Mr. Singh is a qualified Chartered Accountant. He possesses vast experience in the field of taxation, accounting, banking, finance and corporate law matters.
Directorships in other companies	Arihant Tradex Private Limited Unique Space Developers Limited N. K. Textile Industries Limited Premium Tradelinks Private Limited Sapphire Insurance Agencies Limited Rajputana Developers Limited Super Investment (India) Limited Godfrey Phillips Middle East DMCC KKM Management Centre Pvt Ltd Good Investment (India) Limited
Number of Shares held in Company	NIL

By order of the Board
For Premium Merchants Limited



Balbir Singh
Director
DIN: 00027438

Place: New Delhi
Date :14th August, 2019

PREMIUM MERCHANTS LIMITED

Registered office: Omaxe Square, Plot No. 14, 5th Floor, Jasola District Centre, Jasola, New Delhi-110025

CIN: L51909DL1985PLC021077, Tel: +91 11 61119658

Email Id: premiummerchants123@gmail.com, website:www.pmltd.in

PREMIUM MERCHANTS LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 34th Annual Report together with the Audited Financial Statements for the year ended March 31, 2019.

1. Financial Highlights

The Company earned a profit of Rs. 56.49 lacs (before tax) during the year under report as against a profit of Rs. 71.53 lacs (before tax) in the previous year. The profit after tax and appropriations has been transferred to the Balance Sheet.

2. State of Company's affair

The Company is an investment company and registered as Non-Banking Financial Company (NBFC) with Reserve Bank of India under Section 45-IA of the RBI Act, 1934.

During the year under review, the income of the Company by way of Brokerage was Rs. 16.68 lacs as against Rs. 35.50 lacs in the previous year. The interest income was Rs. 3.93 lacs as against Rs. 4.61 lacs in the previous year. The income by way of dividend was Rs. 34.58 which is same in the previous year.The income by way of rent received was 6.75 lacs as against 4.50 lacs in the previous year. The Income by way of profit on sale of short term investment was Rs. 2.19 lacs.

3. Dividend

In order to conserve the resources for future requirements, no dividend is proposed to be declared during the year under review.

4. Management Analysis and Review

The Company is registered with 'Association of Mutual Funds of India' (AMFI) as 'Mutual Fund Advisor' so as to provide financial services. The AMFI is dedicated to developing and promoting the Indian Mutual Fund Industry on Professional, healthy and ethical lines and to enhance and maintain standards in all areas with a view to protecting and promoting the interest of mutual funds and their unit holders.

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During the year under review one of the main source of income of the Company was from mobilisation of mutual funds against which brokerage income of the Company was Rs. 16.68 lacs representing 26.02 % of the total income.

5. RBI Guidelines

Your Company has complied with all the applicable regulations prescribed by the Reserve Bank of India (RBI) from time to time. According to Section 45-IC of the Reserve Bank of India Act, 1934, every NBFC is required to create a reserve fund and transfer therein a sum not less than 20% of its Net Profit every year. Thus the requisite sum has been transferred to the Statutory Reserve under the provisions of Section 45 IC of the RBI Act, 1934.

The RBI vide its notification has issued directions to all NBFC's to make provision of 0.25% on standard assets and the same is being complied with.

6. Transfer to Reserves

During the year under review, an amount of Rs.10,08,305 was transferred to Statutory Reserve in pursuance of applicable regulation as prescribed by the Reserve Bank of India. No amount was transferred to General Reserve.

7. Detailed performance and financial position of Subsidiary/Joint Venture/ Associate Company

The Company does not have any Subsidiary/Joint Venture or Associate Company.

8. Extract of Annual Return

The details forming part of the extract of Annual Return in form MGT- 9, as required under Section 92 of the Companies Act, 2013 is included in this report as per **Annexure 'A'.**

9. Compliance relating to Secretarial Standards

The Company has complied with the applicable secretarial standards issued by Institute of Companies Secretaries of India for the Financial Year 2018-19.

10. Corporate Governance

The Company is listed with Metropolitan Stock Exchange of India Limited (formerly Known as MCX Stock Exchange Limited). In view of clause 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the compliance with the Corporate Governance provisions as specified in Regulations 17,18,19,20,21,22,23,24,25,26,27 and clause (b) to (i) of sub

regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company under the criteria given in the said Regulation. Hence, no disclosure has been made on the items covered under Corporate Governance.

11. Directors/ Key Managerial Personnel

In accordance with the provisions of the Act and the Articles of Association of the Company, Mrs. Babita Gupta (DIN: 07135430), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible has offered herself for re-appointment.

12. Declaration given by Independent Director

The Company has received declarations from Mr Balbir Singh (DIN: 00027438) and Mr. Rajeev Kapoor (DIN:03155896), Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

13. Annual Performance Evaluation

The Company in consultation with Nomination and Remuneration Committee has carried out the performance evaluation of Independent Directors, Board, Committees and other Individual Directors. Pursuant to the provisions of the Companies Act, 2013, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of Independent Directors was completed. The performance evaluation of the other Board Members was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

14. Number of Meetings of the Board

The details of the number of meetings of the Board held during the Financial Year 2018-19 are as follows:

S.No.	Date of Meeting	Name of Directors who attended the meeting
1	27.04.2018	Mr. Krishan Kumar Modi, Mr. Sanjay Kumar Gupta, Mr. Balbir Singh, Mr. Rajeev Kapoor and Ms. Babita Gupta
2	30.05.2018	Mr. Krishan Kumar Modi, Mr. Sanjay Kumar Gupta, Mr. Balbir Singh, Mr. Rajeev Kapoor

		and Ms. Babita Gupta
3	03.08.2018	Mr. Krishan Kumar Modi, Mr. Sanjay Kumar Gupta, Mr. Balbir Singh, Mr. Rajeev Kapoor and Ms. Babita Gupta
4	05.11.2018	Mr. Krishan Kumar Modi, Mr. Sanjay Kumar Gupta, Mr. Balbir Singh, Mr. Rajeev Kapoor and Ms. Babita Gupta
5	10.01.2019	Mr. Krishan Kumar Modi, Mr. Balbir Singh, Mr. Sanjay Kumar Gupta, Mr. Rajeev Kapoor and Ms. Babita Gupta
6	07.02.2019	Mr. Balbir Singh, Mr. Sanjay Kumar Gupta, Mr. Rajeev Kapoor and Ms. Babita Gupta

15. Deposits

The Company has not accepted any public deposits during the year.

16. Particulars of Loans, Guarantees or Investments by Company

The details of Investments covered under the provisions of section 186 of the Companies Act, 2013 are given in the notes to Financial Statements. (Please refer Note 8 & 9 of the Financial Statement). No guarantee or loan was given or taken by the company during the Financial Year 2018-19.

17. Related Party Transactions

All related Party Transactions are placed before the Audit Committee for their approval. The transactions with the related parties are done at arm's length basis in the ordinary course of business. There are no related party transactions during the year under review. The outstanding balances of the transactions with the related party at the year ended 31st March, 2019 as covered under section 188(1) of the Companies Act, 2013 have been reported in note number 17(B) to the Balance Sheet. Form AOC-2 is attached as per Annexure 'B'.

18. Whistle Blower Policy/ Vigil Mechanism

The Company has formulated a whistle blower policy to report genuine concerns or grievances and the said policy is available on the Company's website www.pmltd.in.

19. Audit Committee

The composition of audit committee of the Company is as follows:

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S. No.	Name of Member	Designation
1.	Mr. Balbir Singh	Chairman (Independent Director)
2.	Mr. Rajeev Kapoor	Member (Independent Director)
3.	Mr. Sanjay Kumar Gupta	Member (Non-Executive Director)

The details regarding number of meetings held by Audit Committee during the year are as follows:

S.No.	Date of Meeting	Name of Directors who attended the meeting
1	30.05.2018	Mr. Balbir Singh, Mr. Rajeev Kapoor and Mr. Sanjay Kumar Gupta
2	03.08.2018	Mr. Balbir Singh, Mr. Rajeev Kapoor and Mr. Sanjay Kumar Gupta
3	05.11.2018	Mr. Balbir Singh, Mr. Rajeev Kapoor and Mr. Sanjay Kumar Gupta
4	07.02.2019	Mr. Balbir Singh, Mr. Rajeev Kapoor and Mr. Sanjay Kumar Gupta

The Board has accepted all the recommendations proposed by audit committee during the financial year.

20. Nomination and Remuneration Committee

The composition of Nomination and Remuneration committee of the Company is as follows:

S. No.	Name of Member	Designation
1.	Mr. Balbir Singh	Chairman (Independent Director)
2.	Mr. Rajeev Kapoor	Member (Independent Director)
3.	Mr. Sanjay Kumar Gupta	Member (Non-Executive Director)

The detail regarding number of meetings held by Nomination and Remuneration Committee during the year are as follows:

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S.No.	Date of Meeting	Name of Directors who attended the meeting
1	03.08.2018	Mr. Balbir Singh, Mr. Rajeev Kapoor and Mr. Sanjay Kumar Gupta
2	26.03.2019	Mr. Balbir Singh, Mr. Rajeev Kapoor and Mr. Sanjay Kumar Gupta

21. Remuneration and Nomination Policy

The Nomination and Remuneration Committee framed a Remuneration and Nomination Policy for selection and appointment of Directors, Senior Management and their remuneration.

The policy formulated by Nomination and Remuneration Committee is available on the Company's website: www.pmltd.in.

22. Director's Responsibility Statement

To the best of their knowledge and in terms of the provisions of Section 134 (3) (c) of the Companies Act, 2013, the Directors make the following statements:

a) that in the preparation of the Annual Accounts for the year ended March 31, 2019, the applicable accounting standards had been followed along with the proper explanation relating to material departures;

b) the director had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for that period;

c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the directors had prepared the annual accounts on a going concern basis;

e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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23. Statutory Auditors

M/s. R.C Agarwal & Co., Chartered Accountants (Firm Registration No. 003175N) were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 30th September, 2014 for a term of five years. As per the provisions of section 139 and subject to the approval of Shareholders of the company M/s. R.C Agarwal & Co., Chartered Accountants are proposed to be re-appointed for another term of five years till the conclusion of 39th AGM to be held in calender year 2024.

24. Auditor's Report

There is no audit qualification on the Financial Statements by the statutory auditors for the year under review. Hence, there are no comments on the Auditor's Report.

25. Consolidated Financial Statement

The Company does not have any Subsidiary, Joint Venture and Associate Company. Hence, the preparation of Consolidated Financial statement is not applicable to the Company.

26. Secretarial Auditor

The Board appointed 'M/s Kundan Agrawal & Associates', Practicing Company Secretaries, to conduct Secretarial Audit for the financial year 2018-19 pursuant to section 204 of the Companies Act, 2013. The Secretarial Audit report submitted by them in the prescribed form MR-3 is attached as per **Annexure 'C'** and forms part of this report.

The secretarial Audit report does not contain any qualification, reservation or adverse remark.

27. Internal Control System and their Adequacy

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 201

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28. Risk Management

The Company has formally adopted a Risk Management Policy to identify and assess the Key risk areas, monitor and report compliance and effectiveness of the policy and procedure. The Board periodically reviews the risks and suggest steps to be taken to control and mitigate the same through a properly defined framework.

29. Business Responsibility Reporting

Pursuant to Regulation 34 of SEBI (Listing Obligation and disclosure Requirement) Regulation, 2015, Business Responsibility Reporting is applicable for top five hundred listed entities based on market capitalization calculated as on March 31st of every Financial Year. The above reporting is not applicable to the Company as it is not covered under the criteria given in the said Regulation. Therefore, no disclosure has been made on the items covered under Business Responsibility Reporting.

30. Corporate Social Responsibility (CSR)

The provisions of Corporate Social Responsibility are not applicable to the Company as per the criteria laid down under section 135 of the Companies Act, 2013.

31. Remuneration to Directors and Key Managerial Personnel

A statement of Particulars relating to remuneration details as per rule 5 of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 is annexed as per **Annexure 'D'**

32. Statutory information

Being an Investment Company, there are no particulars which are required to be furnished under section 134 (3)(m) of the Companies Act, 2013 relating to Conservation of Energy and Technology Absorption, as these are not applicable. There were no foreign exchange earnings or outgo during the year.

33. Equity Share Capital

The Equity share capital of the Company as at 31st March, 2019 stood at Rs. 99.80 lacs. During the year under report, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2019, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

34. Code for Prevention of Insider-trading practices

The Company has placed a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading)

Regulations, 2015. The Code of Conduct for Prevention of Insider Trading lays down guidelines advising the management and other connected persons, on procedures to be followed and disclosures to be made by them in dealing with the shares of the Company. The said code of Practices is also available on company's website: www.pmltd.in.

35. Disclosures

a. No significant and material orders were passed by the Regulators/ Courts that would impact the going concern status of the Company and its future operations.

b. There were no material changes and commitments during the year under report.

c. There was no change in the nature of business during the year under report.

d. During the year under review, no complaints were reported to the Board under Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

The other relevant provisions/ sections of the Companies Act, 2013, are not applicable to the Company and therefore have not been reported above.

36. Appreciation

Your directors wish to thank and express their sincere appreciation to the valued shareholders, bankers and clients for their continued support and faith reposed in the Company

Respectfully submitted on behalf of the Board

Place: New Delhi
Dated: 29.05.2019

PREMIUM MERCHANTS LIMITED NEW DELHI

(Balbir Singh)
Director
(DIN-00027438)

(Babita Gupta)
Director
(DIN-07135430)

Annexure A

PREMIUM MERCHANTS LIMITED

Registered office: Omaxe Square, Plot No. 14, 5th Floor, Jasola District Centre, Jasola, New Delhi-110025
CIN: L51909DL1985PLC021077, Tel: +91 11 61119658
Email Id: premiummerchants123@gmail.com, website:www.pmltd.in

Annual Return Extracts in MGT-9
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2019
[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	**CIN**	**L51909DL1985PLC021077**
2	**Registration Date**	29.05.1985
3	**Name of the Company**	**Premium Merchants Limited**
4	**Category/Sub-Category of the Company**	Company Limited by shares (Indian Non- Government Company)
5	**Address of the Registered office and contact details**	**A-1, Maharani Bagh, New Delhi-110065** **Contact Details. 011-26830014**
6	**Whether listed Company**	**Yes**
7	**Name, Address and contact details of Registrar and Transfer Agent, if any**	**MAS Services Limited** Address:T-34, 2nd Floor, Okhla Phase-II Delhi-110020 Email Id:info@masserv.com Tel:011-26387281,82,83

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:-

S.No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Brokerage Received	66190	26.02%.
2	Dividend Income	66190	53.91%
3	Rent received	66190	10.52

PREMIUM MERCHANTS LIMITED NEW DELHI

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

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	K .K Modi Investment And Financial Services Private Limited Regd. Office: A-1, Maharani Bagh, New Delhi-110065	U65101DL1992PTC049846	Holding	72.14%	Section 2(46) of Companies Act, 2013

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

i) Category-wise Share Holding as on 31.03.2019

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	720000	-	720000	72.14	720000	-	720000	72.14	-
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any other (Trusts)	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	**720000**	-	**720000**	**72.14**	**720000**	-	**720000**	**72.14**	-
(2) Foreign									
a) NRI-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-			-	-	-

d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	**720000**	-	**720000**	**72.14**	**720000**	-	**720000**	**72.14**	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
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	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
(2) Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	145385	30000	175385	17.58	145385	30000	175385	17.58	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	102615	102615	10.28	-	102615	102615	10.28	-
ii) Individual shareholders holding nominal share capital	-	-	-	-	-	-	-	-	-

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in excess of Rs. 1 lakh									
c) Others	-	-	-	-	-	-	-	-	-
Other Directors and relatives	-	-	-	-	-	-	-	-	-
Non-Resident Individuals	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	**145385**	**132615**	**278000**	**27.86**	**145385**	**132615**	**278000**	**27.86**	**-**
Total Public Shareholding (B) = (B)(1)+ (B)(2)	**145385**	**132615**	**278000**	**27.86**	**145385**	**132615**	**278000**	**27.86**	**-**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**865385**	**132615**	**998000**	**100**	**865385**	**132615**	**998000**	**100**	**-**

(ii) Shareholding of Promoters as on 31.03.2019

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	% of change during the year
1.	K.K Modi Investment and Financial Services Private Limited	720000	72.14	-	720000	72.14	-	NIL
	Total	**720000**	**72.14**	-	**720000**	**72.14**	-	**NIL**

(iii) Change in Promoters' Shareholding (Please specify if there is no change):
There is no change*

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Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	**720000**	**72.14**	**720000**	**72.14**
	Date wise Increase / (Decrease) in Shareholding during the year and reasons	-	-	-	-
	At the End of the year	**720000**	**72.14**	**720000**	**72.14**

* There is no change in the shareholding of promoters between April 1, 2018 to March 31,2019.

(iv)Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) as on 31.03.2019

Sl. No	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Trend Agencies Private Limited**	**49000**	**4.91**	**49000**	**4.91**
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	**Nil movement during the year**			
	At the End of the year (or on date of separation, if separated during the year)	**49000**	**4.91**	**49000**	**4.91**
2	**Azure Products Private Limited**	**48985**	**4.91**	**48985**	**4.91**
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	**Nil movement during the year**			

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	At the End of the year (or on date of separation, if separated during the year)	**48985**	**4.91**	**48985**	**4.91**
3	**Narayan Sales Private Limited**	**47400**	**4.75**	**47400**	**4.75**
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc)	**Nil movement during the year**			
	At the End of the year (or on date of separation, if separated during the year)	**47400**	**4.75**	**47400**	**4.75**
4	**Soni Associates Private Limited**	**30000**	**3.01**	**30000**	**3.01**
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	**Nil movement during the year**			
	At the End of the year (or on date of separation, if separated during the year)	**30000**	**3.01**	**30000**	**3.01**
5	**Rajesh Kumar**	**2000**	**0.2**	**2000**	**0.2**
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	**Nil movement during the year**			
	At the End of the year (or on date of separation, if separated during the year)	**2000**	**0.2**	**2000**	**0.2**
6	**Rajesh Kumar Gupta**	**2000**	**0.2**	**2000**	**0.2**
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	**Nil movement during the year**			
	At the End of the year (or on date of separation, if separated during the year)	**2000**	**0.2**	**2000**	**0.2**
7	**Ram Dhari Gupta**	**2000**	**0.2**	**2000**	**0.2**

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	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	**Nil movement during the year**			
	At the End of the year (or on date of separation, if separated during the year)	**2000**	**0.2**	**2000**	**0.2**
8	**Sanjay Chaturvedi**	**2000**	**0.2**	**2000**	**0.2**
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	**Nil movement during the year**			
	At the End of the year (or on date of separation, if separated during the year)	**2000**	**0.2**	**2000**	**0.2**
9	**Satya Devi**	**2000**	**0.2**	**2000**	**0.2**
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	**Nil movement during the year**			
	At the End of the year (or on date of separation, if separated during the year)	**2000**	**0.2**	**2000**	**0.2**
10	**Satya Narain Bagri**	**2000**	**0.2**	**2000**	**0.2**
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	**Nil movement during the year**			
	At the End of the year (or on date of separation, if separated during the year)	**2000**	**0.2**	**2000**	**0.2**

(v) Shareholding of Directors and Key Managerial Personnel as on 31.03.019

Sl. No	**For each of the Directors and KMP**	**Shareholding at the beginning of the year**		**Cumulative Shareholding during the year**	
A	**At the beginning of the Year**	**No. of shares**	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
1	**Mr. Balbir Singh**	**-**	**-**	**-**	**-**

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	(DIN:00027438)				
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
2	**Mr. Krishan Kumar Modi (DIN:00029407)**	-	-	-	-
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
3	**Mr. Sanjay Kumar Gupta (DIN:00027728)**	-	-	-	-
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
4	**Mr. Rajeev Kapoor (DIN:03155896)**	-	-	-	-
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
5	**Ms. Babita Gupta (DIN:07135430)**	**1**	**0**	**1**	**0**
	Datewise Increase/Decrease in Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):		-	-	-
	At the End of the year	**1**	**0**	**1**	**0**
B	**Key Managerial Personnel (KMP)**				
1	**Mrs. Shikha Mittal (Chief Executive Officer)**	-	-	-	-

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	Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
2	**Mr. Ramesh Chander (Chief Financial Officer)**	-	-	-	-
	Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	-	-	-	-
	At the End of the year	-	-	-	-
3	**Ms. Jyoti Bharti (Company Secretary)**	-	-	-	-
	Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease(e.g allotment/transfer/bonus/swe at equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the Financial year			
i) Principal Amount	-	-	-
ii) Interest due but not paid			
iii) Interest accrued but not due			
Total (i+ii+iii)			
Change in indebtedness during the Financial year	-	-	-
• Addition			
• (Reduction)			
Indebtedness at the end of the Financial year	-		-
i) Principal Amount			

ii) Interest due but not paid			
iii) Interest accrued but not due			
Total (i+ii+iii)			

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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	NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit	-	-
	- others	-	-
5.	Others- Provident Fund	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors	NIL			-
	• Fee for attending board / committee meetings				
	• Commission				
	• Others				
	Total (1)				
2.	Other Non-Executive Directors	-			-
	• Fee for attending board / committee meetings				
	• Commission				

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	• Others				
	Total (2)				
	Total (B)= (1+2)				
	Total Managerial Remuneration	-			-
	Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No	Particulars of Remuneration of Key Managerial Personnel	Chief Executive Officer	Chief Financial Officer	Company Secretary	Total
		Mrs. Shikha Mittal	Mr. Ramesh Chander	Ms. Jyoti Bharti	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	180000	180000	0	**360000**
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	
2.	Stock Option	-	-	-	
3.	Sweat Equity	-	-	-	
4.	Commission	-	-	-	
	- as % of profit	-	-	-	
	- others	-	-	-	
5.	Others	-	-	-	
	TOTAL	**180000**	**180000**	**0**	**360000**

PREMIUM MERCHANTS LIMITED NEW DELHI

IV. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Respectfully submitted on behalf of the Board

Place: New Delhi
Dated: 29.05.2019

PREMIUM MERCHANTS LIMITED NEW DELHI

(Balbir Singh)
Director
(DIN-00027438)

(Babita Gupta)
Director
(DIN-07135430)

Annexure B

PREMIUM MERCHANTS LIMITED

Registered office: Omaxe Square, Plot No. 14, 5th Floor, Jasola District Centre, Jasola, New Delhi-110025
CIN: L51909DL1985PLC021077, Tel: +91 11 61119658
Email Id: premiummerchants123@gmail.com, website:www.pmltd.in

Form No. AOC-2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	Not applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any:	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	There are no transaction with the related parties during the year under review. Please refer point no. 17 of the Directors Report and Note No 17(B) of the Financial Statement.
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Date(s) of approval by the Board, if any	
(f)	Amount paid as advances, if any	

Respectfully submitted on behalf of the Board

Place: New Delhi
Dated: 29.05.2019

(Balbir Singh)
Director
(DIN-00027438)

(Babita Gupta)
Director
(DIN-07135430)

PREMIUM MERCHANTS LIMITED NEW DELHI

Annexure 'C'

Kundan Agrawal & Associates
Company Secretaries
Phone: 91-11-43093900
Mobile: 09212467033, 09999415059
E-mail: agrawal.kundan@gmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[*Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*]

To
The Members
M/s PREMIUM MERCHANTS LIMITED
Omaxe Square, Plot No. 14, 5th Floor Jasola District Centre,
Jasola, New Delhi-110025 India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Premium Merchants 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 our opinion thereon.

We report that:

a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of the financial records and Books of the Company.

c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

(*i*) The Companies Act, 2013 (the Act) and the rules made thereunder;

(*ii*) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(*iii*) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(*iv*) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(*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;

(*c*) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(*d*) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;

(*e*) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(*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; and

(*h*) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

(vi) Indian Stamp Act, 1899;

(Vii) Indian Contract Act, 1872;

(viii) Income Tax Act, 1961 and indirect tax laws;

(ix) Central Excise and Service Tax Act;

(x) Central and State Sale Tax/Value Added Tax Laws;

(xi) Applicable Labour Laws; and

(xii) Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Compliance Auditors and Internal Auditors of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Listing Agreements with Stock Exchanges in India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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.
- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that based on the information received and records maintained 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.

For Kundan Agrawal & Associates
Company Secretaries

Place: Delhi
Date: 29/05/2019

Kundan Agrawal
Company Secretary
Membership No. 7631
C.P. No. 8325

Annexure 'D'

PREMIUM MERCHANTS LIMITED

Registered office: Omaxe Square, Plot No. 14, 5th Floor, Jasola District Centre, Jasola, New Delhi-110025
CIN: L51909DL1985PLC021077, Tel: +91 11 61119658
Email Id: premiummerchants123@gmail.com, website:www.pmltd.in

STATEMENT OF PARTICULARS AS PER RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

(i) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year**

No remuneration was paid to the Directors of the Company during the Financial Year 2018-19

(ii) **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year:**

S.No	Name of Key Managerial Personnel	Remuneration paid during Financial Year 2018-19	%increase in the remuneration in the Financial Year 2018-19
1	Mrs. Shikha Mittal	180000	-
2	Mr. Ramesh Chander, CFO	180000	-
3	Ms. Jyoti Bharti (appointed w.e.f 17.08.2017pursuant to the provisions of section 203 (3) of the Companies Act, 2013	-	-
	Total	3,60,000	-

(iii) **The percentage increase in the median remuneration of employees in the financial year**

During the year under review, there is no increase in the remuneration paid. Hence, this clause is not applicable.

(iv) **The number of permanent employees on the rolls of Company**

The number of permanent employee on the roll of the Company is two (02).

(v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

During the year under review, there is no increase in the remuneration paid. Hence, this clause is not applicable.

(vi) **The key parameters for any variable component of remuneration availed by the directors**

Not applicable as no remuneration was paid to the Directors.

(vii) **Affirmation that the remuneration is as per the remuneration policy of the company**

Yes

Respectfully submitted on behalf of the Board

Place: New Delhi
Dated: 29.05.2019

(Balbir Singh)
Director
(DIN-00027438)

(Babita Gupta)
Director
(DIN-07

R. C. AGARWAL & CO.
CHARTERED ACCOUNTANTS
102, Laxman Palace, 19, Veer Savarkar Block, Madhuban Road, Shakarpur, Delhi-110092
Ph.: Off: 42445220 , Mob: 9810039548
E Mail - rcagg1944@gmail.com , rcagg2003@yahoo.com

To the Members of PREMIUM MERCHANTS LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **PREMIUM MERCHANTS LIMITED** ("the Company") which comprise the Balance Sheet as at 31 March 2019 and the Statement of Profit and Loss for the year ended on that date, and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as " standalone Ind AS financial statements").

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act,2013 ("the Act") with respect to preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013 ("the Act") read with the relevant rules issued there under. This responsibility includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the fraud and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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 Ind AS 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 standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 including the standalone Ind AS, of the financial position of the company as at 31st March, 2019 and its financial performance including other comprehensive income, its cash flow and changes in equity for the year ended on that date..

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Companies Act, 2013 we report that:

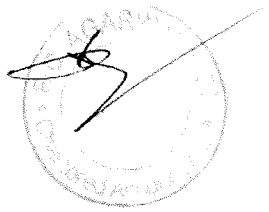
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss and Cash Flows and statement of changes of equity dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone Ind AS financial Statements comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with the relevant rules issued there under.

   e. On the basis of written representations received from the directors as on 31 March 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019, from being appointed as a director in terms of sub-section (2) of Section 164 of the Companies Act, 2013.



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f. With respect to the adequacy of the Internal Financial Controls over financial reporting of the company and the operating effectiveness of such control, refer to our separate report in "Annexure B"; and

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,2014 in our opinion and to the best of our information and according to the explanations given to us:

i. the company has disclosed the impact of pending litigations, if any, on its financial position in its standalone Ind AS financial statements: Refer note to the standalone Ind As Financial statements

ii. the company has made provision, as required , if any, under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts: Refer note to the standalone Ind As Financial statements

iii. there is no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and

For **R C AGARWAL & CO.**
Chartered Accountants
Firm's registration number: 003175N

R.C. AGARWAL
Partner
Membership number: 010200

Place: New Delhi
Date: 29/05/2019

R. C. AGARWAL & CO.
CHARTERED ACCOUNTANTS
102, Laxman Palace, 19, Veer Savarkar Block, Madhuban Road, Shakarpur, Delhi-110092
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Annexure A to the Auditors' Report

The Annexure referred to in our report to the members of **PREMIUM MERCHANTS LIMITED** ("the Company") for the year ended 31 March 2019.We Report that:

1. i) Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
   ii) The Fixed Assets of the company are physically verified by the Management. As per the information given by the Management, no material discrepancies were noticed during such verification.
   iii) The title deeds of immovable properties are held in the name of the company.

2. As explained to us, the company did not have any inventory, hence paragraph 3 (ii) of the company's Auditors Report order 2016 are not applicable to the company.

3. During the year under review, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.

4. In respect of loans, investments, guarantees and security necessary provision of section 185 and 186 of the Companies act, 2013 have been complied with.

5. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.

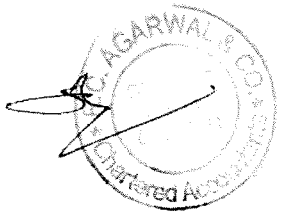
6. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Act.

7. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, duty of Service Tax, duty of Custom, duty of Excise, value added tax cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2019 for a period of more than six months from the date they became payable.

   (b) According to information and explanations given to us there was no outstanding due of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess on account of dispute.

8. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders as the company has not taken any loans from financial institution, bank or debenture holders.

9. The company has not raised money by way of initial public offer or further public offer and term loan as such clause 9 of the order is not applicable.



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10. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

11. No managerial remuneration has been paid or provided in accordance with requisite approvals mandated by the provisions of the section 197 read with schedule V of the companies Act, 2013.

12. The company is not a Nidhi Company,

13. Detail of all the transactions with related parties in compliance with section 177 and 188 of Companies act, 2013 have been disclosed in the financial statements.

14. Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

15. The company has not entered into any non cash transactions with the directors or persons connected with him.

16. The company is registered under section 451A of the Reserve Bank of India Act, 1934 and registration certificate has been obtained from Reserve Bank of India.

For **R.C. AGARWAL & CO.**
Chartered Accountants
Firm's registration number: 003175N

R.C AGARWAL
Partner
Membership number: 010200

Place: New Delhi
Date: 29/05/2019

R. C. AGARWAL & CO.
CHARTERED ACCOUNTANTS
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ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under Report on other Legal and Regulatory Requirements of our report of even date)

Report on the Internal Financial Controls over Financial Reporting under clause (i) of sub section 3 of section 143 of the Companies Act,2013 ("the Act")

We have audited the internal financial controls over financial reporting of **PREMIUM MERCHANTS LIMITED** as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of company , are responsible for establishing and maintain internal financial controls based on (for example, "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 Institute of Chartered Accountants of India ("ICAI"). These responsibilities include design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of the prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's 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 of Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) issued by Institute of Chartered Accountants of India and the standards auditing, prescribed under section 143(10)of the Companies Act,2013 to the extent applicable to an audit of internal financial controls. Those Standards and 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 controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements whether due to fraud or error.

We belief that the audit evidence we have obtained in terms of their reports referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

R. C. AGARWAL & CO.
CHARTERED ACCOUNTANTS
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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 the 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 the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company, assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls over Financial Reporting

Because of 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 the future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in the conditions or that the degree or compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company have, 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, 2019, based on (for example, '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").

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financials reporting insofar as it relates to company.

For **R.C. AGARWAL & CO.**
Chartered Accountants
Firm's registration number: 003175N

R.C AGARWAL
Partner
Membership number: 010200
Place: Delhi
Date: 29/05/2019

PREMIUM MERCHANTS LIMITED
Balance Sheet as at 31th March 2019

(Amount in Rs.)

Particulars	Note	As at 31-03-2019		As at 31-03-2018	
EQUITY AND LIABILITIES					
Shareholders' funds					
Share capital	2	19,980,000		19,980,000	
Reserves and surplus	3	62,989,996	82,969,996	57,948,470	77,928,470
Non-current liabilities					
Other Long term liabilities	4	150,000		150,000	
Long-term provisions	5	7,632	157,632	7,632	157,632
Current liabilities					
Other current liabilities	6		150,962		303,244
TOTAL			83,278,590		78,389,346
ASSETS					
Non-current assets					
Fixed Assets - Tangible assets	7	18,584,201		18,642,434	
Non-current investments	8	44,597,250		44,597,250	
current investments	9	10,000,000		10,000,000	
Other non current assets	10	11,900	73,193,351	11,900	73,251,584
Current assets					
Trade receivables	11	494,241		1,266,678	
Cash and cash equivalents	12	8,612,211		3,093,280	
Other current assets	13	978,787	10,085,239	777,804	5,137,762
Accompanying notes 1 to 22 form part of the financial statements					
TOTAL			83,278,590		78,389,346

As per our report of even date
For R.C.AGARWAL & Co.
Chartered Accountants

R. C. Agarwal
Partner
Membership No.10200
FRN NO. : 003175N

For and on behalf of the Board of Directors

Balbir Singh
Director
DIN NO. 00027438

Rajeev Kapoor
Director
DIN NO. 03155896

Jyoti Bharti
Company Secretary

Ramesh chander
Chief Financial Officer

Place : New Delhi
Dated : 29-05-2019

Shikha Mittal
Chief Executive officer

PREMIUM MERCHANTS LIMITED

Statement of Profit and loss for the year ended 31th March 2019

(Amount in Rs.)

Particulars	Note	For the year ended 31st March 2019	For the year ended 31st March 2018
Revenue from operations	14	6,413,540	7,919,000
Total Revenue		6,413,540	7,919,000
Expenses:			
Employee benefit expenses	15	360,000	386,935
Depreciation & Amortisation	7	58,233	58,233
Other expenses	16	346,781	321,071
Total expenses		765,014	766,239
Profit before tax		5,648,526	7,152,761
Tax expense:			
Current tax		607,000	1,230,000
Profit for the period		5,041,526	5,922,761
Earnings per equity share of Rs 10 each:			
(1) Basic	20	5.05	5.93
(2) Diluted		5.05	5.93
Accompanying notes 1 to 22 form part of the financial statements			

As per our report of even date
For R.C.AGARWAL & Co.
Chartered Accountants

R. C. Agarwal
Partner
Membership No.10200
FRN NO. : 003175N

Place : New Delhi
Dated : 29-05-2019

For and on behalf of the Board of Directors

Balbir Singh
Director
DIN NO. 00027438

Rajeev Kapoor
Director
DIN NO. 03155896

Jyoti Bharti
Company Secretary

Ramesh chander
Chief Financial Officer

Shikha Mittal
Chief Executive officer

PREMIUM MERCHANTS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

		For the year ended 31.3.2019 (Rs.)		For the year ended 31.3.2018 (Rs.)
A. CASH FLOWS FROM OPERATING ACTIVITIES				
Net profit before tax		5648526		7152761
adjustments for :				
Depreciation	58233		58233	
Interest Income	(393192)		(460873)	
Dividend Income	(3457814)		(3457814)	
Profit on sale of long term investment	(218,886)	(4011659)	-	(3860454)
Operating profit before working capital changes		1636867		3292307
Ajustments for :				
Trade and other receivables	772437		(853493)	
Trade and other payables	(152282)	620155	232344	(621149)
Cash generated from operations		2257022		2671159
Direct taxes refund/(paid)		(807983)		(1395088)
Cash flow from operating activities		1449039		1276071
B. CASH FLOWS FROM INVESTING ACTIVITIES				
Interest Income		393192		460873
Dividend Income		3457814		3457814
Purchase of investments		-		(10000000)
Proceeds from sale of investments		218,886		-
C. CASH FLOWS FROM FINANCING ACTIVITIES		-		-
		5518931		(4805243)
Cash and cash equivalents at the beginning of the year		3093280		7898523
Cash and cash equivalents at the end of the year		8612211		3093280
Components of cash and cash equivalents:		8612211		3093280

In terms of our report of even date attached
For R.C.AGARWAL & Co.
Chartered Accountants

R. C. Agarwal
Partner
Membership No.10200
FRN NO. : 003175N

Place : New Delhi
Dated : 29-05-2019

Balbir Singh
Director
DIN NO. 00027438

Rajeev Kapoor
Director
DIN NO. 03155896

Jyoti Bharti
Company Secretary

Ramesh chander
Chief Financial Officer

Shikha Mittal
Chief Executive officer

PREMIUM MERCHANT LIMITED

Notes forming part of the financial statements for the year ended March 31, 2019

1 (A) Significant Accounting Policies

1.1 Basis of Preparation

The accompanying financial statements have been prepared under the historical cost convention on accrual basis of accounting, in accordance with Indian Generally Accepted Accounting Principles (GAAP) and comply with the Accounting Standards prescribed under section 133 of the Companies Act 2013, read with rule 7 of the Companies Act, 2013 read with Rule 7 of the Companies Accounting Rules, 2014 and the relevant provisions of the Companies Act ("the 2013 Act")/Companies Act 1956 as applicable .

Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles followed by the company.

1.2 Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

1.3 Income and expenditure

Income and expenditure are accounted for on accrual basis.

1.4 Provision for Income Tax

Income taxes are accounted for in accordance with Accounting Standard 22 on Accounting for taxes on income. Taxes comprise both current and deferred tax.

1.5 Earnings per Share

Earning per equity share (basic / diluted) is arrived at based on Net Profit after taxation available to equity shareholders to the basic / weighted average number of equity shares.

1.6 Borrowing Cost

Borrowing cost attributable to the acquisition or construction of qualifying / eligible assets are capitalized as part of the cost of such assets. A qualifying / eligible asset is an asset is an asset that necessarily takes a substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense and are charged to revenue in the year in which they are incurred.

1.7 Revenue Recognition

All Income and Expenditure items having a material bearing on the financial statements are recognized on accrual basis.

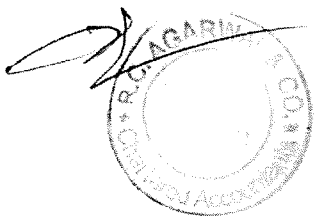
Revenue is recognized when it is earned and no significant uncertainty exists to its realization or collection.

1.8 Claims By/Against the Company

Claims by/ against the Company arising on any account is provided in the accounts on receipts/acceptances.

1.9 Investments

Investments are classified into current and non-current investments. Current Investments are stated at lower of cost or market value. Non-Current Investments are stated at cost and provision for diminution in value is made only if such decline is other than temporary in the opinion of management.



PREMIUM MERCHANTS LIMITED
Notes forming part of financial statement

2. Share capital

(Amount in Rs.)

Particulars	As at 31st March 2019		As at 31st March 2018	
	Number	Amount		Amount
Authorised Capital				
Equity Shares of Rs. 10/- each	1,000,000	10,000,000	1,000,000	10,000,000
Preference Shares of Rs. 10/- each	1,000,000	10,000,000	1,000,000	10,000,000
	2,000,000	20,000,000	2,000,000	20,000,000
Issued, Subscribed & Paid up Capital				
Equity Shares of Rs.10/- each	998,000	9,980,000	998,000	9,980,000
9% Redeemable, Non- Cumulative Preference	400,000	4,000,000	400,000	4,000,000
6% Redeemable, Non- Cumulative Preference	600,000	6,000,000	600,000	6,000,000
Total	1,998,000	19,980,000	1,998,000	19,980,000

(i) **Reconcilation of equity shares outstanding at the beginning and at the end of reporting period**

Particulars	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	998,000	9,980,000	1,000,000	10,000,000
Shares outstanding at the end of the year	998,000	9,980,000	1,000,000	10,000,000

(ii) Disclosure pursuant to Note no. 6(A)(g) and 6(A)(f) of Part I of Schedule III to the Companies Act, 2013

A. Equity Shareholders

Name of Shareholder	As at 31st March 2019		As at 31st March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
K. K. Modi Investment & Fin Ser Pvt Ltd	720,000	72.14	720,000	72.14

B. Preference Shareholders

Name of Shareholder	As at 31st March 2019		As at 31st March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
K. K. Modi Investment & Fin Ser Pvt Ltd	1,000,000	100.00	1,000,000	100.00

PREMIUM MERCHANTS LIMITED
Notes forming part of financial statement

3 Reserves and surplus

(Amount in Rs.)

Particluars	As at 31 March 2019	As at 31 March 2018
Special Reserve		
Opening Balance	**643,250**	643,250
(+) Current year transfer	**-**	-
Closing Balance	**643,250**	643,250
Statutory Reserve *		
Opening Balance	**7,905,477**	6,720,924
(+) Current Year Transfer	**1,008,305**	1,184,553
Closing Balance	**8,913,782**	7,905,477
Surplus		
Opening balance	**49,399,743**	44,661,535
(+) Net Profit/(Net Loss) For the current year	**5,041,526**	5,922,760
(-) Transfer to Statutory Reserve	**1,008,305**	1,184,552
Closing Balance	**53,432,964**	49,399,743
Total	**62,989,996**	57,948,470

* Statutory reserve created under section 45-IC of the Reserve Bank of India Act, 1934

PREMIUM MERCHANTS LIMITED
Notes forming part of financial statement

4. Other Long term liabilities

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Security deposit	150,000	150,000
Total	150,000	150,000

5. Long term provisions

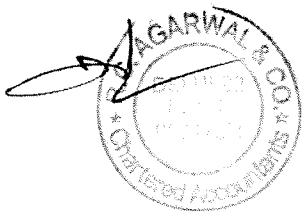
(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Contingent provision against standard assets	7,632	7,632
Total	7,632	7,632

6. Other current liabilities

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Audit fee payable	32,400	26,720
TDS Payable	3,400	4,122
Expenses payable	12,900	11,000
GST Payable	76,342	216,884
sundry creditors	25,920	44,518
Total	150,962	303,244

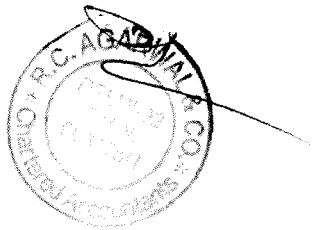


PREMIUM MERCHANTS LIMITED
Notes forming part of financial statement

7. Fixed assets

(Amount in Rs.)

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1 April 2018	Additions during the year	Sale/Adjustment during the year	Balance as at 31 March 2019	Balance as at 1 April 2018	Depreciation charge for the year	Adjustments during the year	Balance as at 31 March 2019	Balance as at 1 April 2018	Balance as at 31 March 2019
Tangible Assets										
Land	16,225,100	-	-	16,225,100	-		-	-	16,225,100	16,225,100
Building	2,417,334	-	-	2,417,334		58,233	-	58,233	2,417,334	2,359,101
Total	18,642,434	-	-	18,642,434	-	58,233	-	58,233	18,642,434	18,584,201
Previous year	18,700,667	-	-	18,700,667	-	58,233	-	58,233	18,700,667	18,642,434



PREMIUM MERCHANTS LIMITED
Notes forming part of financial statement

8. Non-current investments

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Investments - Other		
Investment in Equity instruments	44,597,250	44,597,250
Total	44,597,250	44,597,250

Particulars	As at 31 March 2019	As at 31 March 2018
Aggregate amount of quoted investments	415,156	415,156
Aggregate amount of unquoted investments	44,182,094	44,182,094
Total	44,597,250	44,597,250
Market value of quoted investments	1,645,455	1,857,625

8.1 Details of Other Non-Current Investments:

Sr. No.	Name of the Body Corporate	Face value per share	No. of Share / Unit		(Amount in Rs.)	
			As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
(a)	**Investement in Equity Instruments - Quoted, fully paid up**					
	Modi Naturals Ltd.	10	4,200	4,200	88,000	88,000
	Surbose Limited	2	4,900	4,900	327,156	327,156
	Total (a)				415,156	415,156
(b)	**Investement in Equity Instruments - Unquoted, fully paid up**					
	Bharat Hotels	10	400	400	58,145	58,145
	Vandana Dealers Private Limited	10	330,000	330,000	893,228	893,228
	Indofil Industries Limited	10	418,284	418,284	27,445,771	27,445,771
	Total (b)				28,397,144	28,397,144
(c)	**Investement in Equity Instruments - Unquoted, partly paid up**					
	Indofil Industries Limited	3	46,476	46,476	3,718,080	3,718,080
	Total (c)				3,718,080	3,718,080
(d)	**Investement in Preference Instruments - Unquoted, fully paid up**					
	Colorbar Cosmetics Pvt. Ltd.	10	654,800	654,800	6,564,370	6,564,370
	Rajputana Developers Ltd	10	450,000	450,000	4,500,000	4,500,000
	Premium Tradelinks Pvt. Limited	10	100,000	100,000	1,002,500	1,002,500
	Total (d)				12,066,870	12,066,870
	Total (a + b + c + d)				44,597,250	44,597,250

PREMIUM MERCHANTS LIMITED
Notes forming part of financial statement

10. Other non current assets

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Security deposit	11,900	11,900
	11,900	11,900

11. Trade receivables

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Trade receivables outstanding for a period less than six months		
Unsecured, considered good	494,241	1,266,678
	494,241	1,266,678

12. Cash and cash equivalents

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Balances with banks:		
In current account	275,208	188,404
In fixed deposit	8,336,554	2,904,427
Stamp in hand	449	449
	8,612,211	3,093,280

13. Other current assets

(Amount in Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
Interest receivable from bank/other	1,117	1,117
Tax Refundable (net of provision)	977,670	776,687
	978,787	777,804

PREMIUM MERCHANTS LIMITED
Notes forming part of financial statement

14. Revenue from operations

(Amount in Rs.)

Particulars	For the year ended 31st March-2019	For the year ended 31st March 2018
Brokerage received	1,668,648	3,550,313
Interest income	393,192	460,873
Dividend income	3,457,814	3,457,814
Rent received	675,000	450,000
Profit on sale of short term investment	218,886	-
Total	6,413,540	7,919,000

15. Employee benefit expenses

(Amount in Rs.)

Particulars	For the year ended 31st March-2019	For the year ended 31st March 2018
Salary	360,000	386,935
Total	360,000	386,935

16. Other expenses

(Amount in Rs.)

Particulars	For the year ended 31st March-2019	For the year ended 31st March 2018
Advertisment expenses	30,160	34,260
Audit fees	40,080	17,500
Bank charges	1,219	1,723
Listing fees	65,000	40,250
Depository charges	22,086	23,619
Insurance charges	21,994	21,435
Filing fees & Subscription	10,114	18,090
Rate & Taxes	73,693	67,113
Professional charges	65,512	79,790
Misc. expenses	12,722	13,352
Edp charges	4,201	3,939
Total	346,781	321,071

17. Related party disclosure under Accounting Standard 18:

(A) Names of related parties and nature of related party relationships:

List of Related Parties

(i) Holding Company

K. K. Modi Investment & Financial Services Pvt. Ltd.

(ii) Fellow Subsidiaries

Integrated Technology Solutions Private Ltd.
KKM Management Centre Private Ltd.
MWC Market Services Private Limited
Neon Solutions Pvt. Ltd.
Premium Bidi Company Limited
Sapphire Insurance Agencies Ltd.
Vandana Dealers Private Limited
Gopal Krishana Infrastructure & Real Estate Limited

(iii) Key Management Personnel:

Mr. Krishan Kumar Modi, Director
Mr. Balbir Singh, Director
Mr. Rajeev Kapoor, Director
Mr. Sanjay Kumar Gupta, Director
Mrs. Babita Gupta, Director
Mrs. Shikha Mittal, Chief Executive Officer
Mr. Ramesh Chander, Chief Financial Officer
Ms. Jyoti Bharti, Company Secretary

(iv) Enterprises over which key management personnel and their relatives are able to exercise significant influence: NONE

(B) Disclosure of transactions between the Company and related parties and status of outstanding balances as at the year-end:

S.NO.	PARTICULAR	2018-19	2017-18
(i)	**Transaction during the year:**	------	------
(ii)	**Outstanding balances at the year end:**		
	Investment in Vandana Dealers Private Limited fellow subsidiaries	8,93,228.00	8,93,228.00

18. The estimated life of the building has been considered as 60 years from the date of acquisition / addition of the same and the depreciation has been provided as per the provision of Companies Act, 2013.

19. Deferred tax assets in relation thereto pursuant to Accounting Standard (AS – 22) on 'Accounting for Taxes on Income', has not been recognized in view of uncertainty of sufficient future taxable income.

20. The details of assets and liabilities in terms of Para 18 of 'Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016' are given as per 'Annexure – I'.

21. Earnings per share (EPS)	2018-19	2017-18
Net Profit/(Loss) as per Profit Loss Account	5041526	5922761
No. of Equity Shares	998000	998000
Earnings per share (Rs.) (Basic & Diluted)	5.05	5.93

22. The previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date
For R.C.AGARWAL & Co.
Chartered Accountants

R. C. Agarwal
Partner
Membership No.10200
FRN NO. : 003175N

For and on behalf of the Board of Directors

Balbir Singh	**Rajeev Kapoor**	**Jyoti Bharti**	**Ramesh Chander**
Director	**Director**	**Company Secretary**	**Chief Finance Officer**
DIN No. 00027438	**DIN NO. 03155896**		

Shikha Mittal
Chief Executive officer

Place: New Delhi
Date: 29-05-2019

ANNEXURE 'I'

PREMIUM MERCHANT LIMITED

Schedule to the Balance Sheet as on 31st March 2019 of a non-deposit taking Non-Banking Financial Company
(as required in terms of Para 18 of 'Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016')

	Particulars					(Rs. in lakh)	
	Liabilities side :						
(1)	**Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:**					Amount out-standing	Amount overdue
	a)	Debentures : Secured				--	--
		: Unsecured				--	--
		(other than falling within the meaning of public deposits*)					
	b)	Deferred Credits				--	--
	c)	Term Loans				--	--
	d)	Inter-corporate loans and borrowing				--	--
	e)	Commercial Paper				--	--
	f)	Public Deposits*					
	g)	Other Loans (specify nature)				--	--
	* Please see Note 1 below						
					Total	--	--
(2)	**Break-up of (1) (f) above (outstanding public deposits inclusive of interest accrued thereon but not paid):**						
	(a)	In the Form of Unsecured debentures					
	(b)	In the form of partly secured debentures i.e, debentures where there is a shortfall in the value of security					
	(c)	Other public deposits					
	*Please see Note 1 below						
	Asset Side:					**Amount outstanding**	
(3)	**Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :**						
	a)	Secured				Nil	
	b)	Unsecured				12.67	
(4)	**Break up of Leased Assets and stock on hire and other assets counting towards AFC activities**						
	i)	Lease assets including lease rentals under sundry debtors :					
		a)	Financial lease			Nil	
		b)	Operating lease			Nil	
	ii)	Stock on hire including hire charges under sundry debtors:					
		a)	Assets on hire			Nil	
		b)	Repossessed Assets			Nil	
	iii)	Other loans counting towards AFC activities					
		a)	Loans where assets have been repossessed			Nil	
		b)	Loans other than (a) above			Nil	
					Total	12.67	
(5)	**Break-up of Investments :**						
	Current Investments :						
	1.		Quoted :				
		i)	Shares :	a)	Equity	Nil	
				b)	Preference	Nil	
		ii)	Debentures and Bonds			Nil	
		iii)	Units of Mutual Funds			Nil	
		iv)	Government Securities			Nil	

		v)	Others (please specify)			Nil
	2.		Unquoted :			
		i)	Shares :	a)	Equity	Nil
				b)	Preference	Nil
		ii)	Debentures and Bonds			Nil
		iii)	Units of mutual funds			Nil
		iv)	Government Securities			Nil
		v)	Others (please specify)			Nil
	Long Term Investments :					
	1.		Quoted :			
		i)	Shares :	a)	Equity	4.15
				b)	Preference	Nil
		ii)	Debentures and Bonds			Nil
		iii)	Units of mutual funds			Nil
		iv)	Government Securities			Nil
		v)	Others (please specify)			Nil
	2.		Unquoted :			
		i)	Shares :	a)	Equity	321.15
				b)	Preference	120.67
		ii)	Debentures and Bonds			Nil
		iii)	Units of mutual funds			Nil
		iv)	Government Securities			Nil
		v)	Others (please specify)			Nil
					Total	445.97

(6) **Borrower group-wise classification of assets financed as in (3) and (4) above :**

Please see Note 2 below

Category		Amount net of provisions		
		Secured	Unsecured	Total
1.	Related Parties **			
a)	Subsidiaries	Nil	Nil	Nil
b)	Companies in the same group	Nil	Nil	Nil
c)	Other related parties	Nil	Nil	Nil
2.	Other than related parties	Nil	Nil	Nil
	Total	Nil	Nil	Nil

(7) **Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):**

Please see Note 3 below

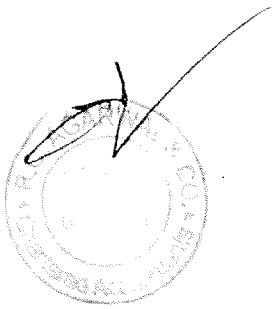
Category		Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1.	Related Parties **		
a)	Subsidiaries	NIL	NIL
b)	Companies in the same group (Holding and Fellow subsidiaries)	2563.99	441.24
c)	Other related parties- Associates	NIL	NIL
2.	Other than related parties	16.59	4.73
	Total	2580.58	445.97

** As per Accounting Standard of ICAI (Please see Note 3)

(8) **Other information**

	Particulars		Amount
i)	Gross Non-Performing Assets		
	a)	Related parties	Nil
	b)	Other than related parties	Nil
ii)	Net Non-Performing Assets		
	a)	Related parties	Nil
	b)	Other than related parties	Nil
iii)	Assets acquired in satisfaction of debt		Nil
	Notes:		

	1	As defined in point xix of paragraph 3 of chapter-2 of these directions.	
	2	Provisioning norms shall be applicable as prescribed in these Directions.	
	3	All Accounting Standards and Guidance Notes by ICAI are applicable including for valuation of investment and other asset as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/ NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above.	



PREMIUM MERCHANTS LIMITED

Registered office: Omaxe Square, Plot No. 14, 5th Floor, Jasola District Centre, Jasola, New Delhi-110025

CIN: L51909DL1985PLC021077, Tel: +91 11 61119658

Email Id: premiummerchants123@gmail.com, website:www.pmltd.in

ATTENDANCE SLIP

34th Annual General Meeting to be held on 30th September, 2019 at 11.00 A.M

Name of the Attending Member (in Block Letters)	
Regd. Folio No./ DP ID/Client ID	
No. of Equity Shares held	
Name of the Shareholder(s) **Joint Holder 1** **Joint Holder 2**	

1. I/We hereby record my / our presence at the Annual General Meeting of the members of the Company held on Monday , 30th Day of September, 2019 at 11.00 A.M. at "The Sentinel', 47, Pocket-1, Jasola, New Delhi-110025

2. Signature of the Shareholder/Proxy Present

3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: **PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.**

.....xxxxx.....xxxxxx.....xxxxx

ELECTRONIC VOTING PARTICULARS

E Voting Event Number (EVEN)	**User ID**	**Password**
111497		

Note: Please read the instructions provided in Notice dated 14th August, 2019 of the Annual General Meeting. The Voting period starts from 9.00 a.m. on Thursday, September 26th, 2019 and ends at 5.00 p.m. on Sunday, September 29th, 2019. The voting module shall be disabled by NSDL for voting thereafter.

PREMIUM MERCHANTS LIMITED

Registered office: Omaxe Square, Plot No. 14, 5th Floor, Jasola District Centre, Jasola, New Delhi-110025

CIN: L51909DL1985PLC021077, Tel: +91 11 61119658

Email Id: premiummerchants123@gmail.com, website:www.pmltd.in

PROXY FORM

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

Name of the Member(s)		
Registered address		
Email ID		
Folio No./ Client ID		
DP ID		No. of Shares

I/We, being the member(s) of..... shares of the above named Company, hereby appoint:

1. Name			
Address		Signature	
Email ID			
Or failing him/her			
2. Name		Signature	
Address			
Email ID			
Or failing him/her			
3. Name			
Address		Signature	
Email ID			

As my/ our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 34th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 11.00 A.M. at 'The Sentinel', 47, Pocket A, Jasola, New Delhi-110025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For*	Against*
	Ordinary Business		
1.	To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2019 and the Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Ms. Babita Gupta (DIN:07135430) who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To re-appoint M/s. R.C Agarwal & Co., Chartered Accountants (Firm Registration No. 003175N), as the Statutory Auditors of the Company for another term of five years till the conclusion of 39th AGM to be held in the calendar year 2024.		
	Special Business		
4	Re-appointment of Mr. Balbir Singh (DIN: 00027438) as an Independent Director of the Company for another term of five consecutive years upto the conclusion of the 39th AGM of the Company in the calendar year 2024."		

AffixRevenue Stamp

Signed this ------ day of----------2019

Signature of Member----------

Signature of Proxy----------

Note:

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. A person can act as a proxy on behalf of Members, not exceeding fifty, and holding in the aggregate not more than 10% of the total share Capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting Rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. * It is optional to put a "√" in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she deems appropriate.