

REPORT OF SCRUTINIZER - COMBINED

31st December, 2014

The Chairman

**Messrs. Premier Energy and Infrastructure Limited,
Karunai Kudil, I Floor,
No.226, Cathedral Road,
Chennai - 600086.**

Ref: The Twenty Second Annual General Meeting of the members of Messrs. Premier Energy and Infrastructure Limited held on Wednesday, 31st December, 2014 at 11.00 a.m. at Bharathiya Vidhya Bhavan, (Mini Hall - II Floor) 18,20,22, East Mada Street, Mylapore, Chennai 600 004.

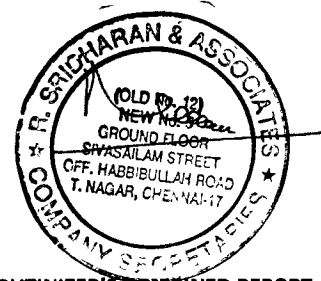
Dear Sir,

We, R.Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by:

- The Board of Directors of **Messrs. Premier Energy and Infrastructure Limited** vide resolution dated 6th September, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 22nd December, 2014 (10.00 A.M. IST) to 24th December, 2014 (5.30 P.M. IST).
- The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 22nd AGM of the members of the Company, held on 31st December, 2014 at 11.00 a.m. at Bharathiya Vidhya Bhavan, (Mini Hall - II Floor) 18,20,22, East Mada Street, Mylapore, Chennai 600 004.

We now submit our combined Report as under:

1. After announcing the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.





2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company. The Company has not received any Proxies.

3. We have scrutinized and reviewed the voting done through electronic means and by means of Poll taken at the venue of the AGM. The votes tendered therein in respect of the e voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].

4. The combined result (E-voting and poll) of the said Resolutions are as under:

Item No. 1

Adoption of Financial Statements (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	27700579	3	401	27700980	100%

(ii) Votes **against** the resolution:

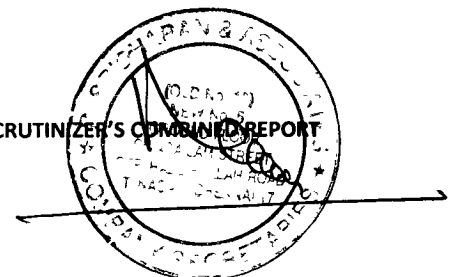
Number of members voted in e-voting	Number of votes cast (Shares) - E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) - E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No. 2

Appointment of Mrs. Sucharitha Parthasarathy (DIN 00942913) as an Independent Director (Ordinary Resolution)

Appointment of Mrs. Sucharitha Parthasarathy (DIN 00942913) as an Independent Director was not considered in view of her resignation on 30th December, 2014. Hence while preparing the consolidated results, result of e-voting for this item was not considered.

Item No. 3

Appointment of M/s. S.H.Bhandari & Co., Statutory Auditors (Special Resolution)

(i) Votes in **favour** of the resolution:

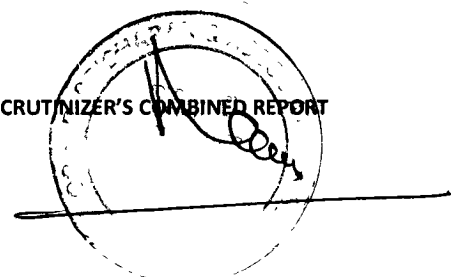
Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	27700579	3	401	27700980	100%

(ii) Votes **against** the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	NIL	NIL	NIL



RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item No. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 4

Appointment of Mr. R Ramakrishnan (DIN 00809342) as an Independent Director (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

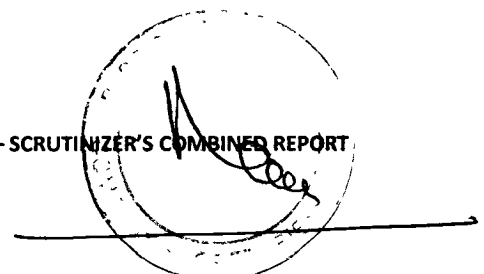
Number of members voted in E-Voting	Number of votes cast (Shares) - E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	27700579	3	401	27700980	100%

(ii) Votes **against** the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) - E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) - E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	NIL	NIL	NIL





RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 5

Appointment of Mr. K N Narayanan (DIN 01543391) as an Independent Director (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	27700579	3	401	27700980	100%

(ii) Votes **against** the resolution:

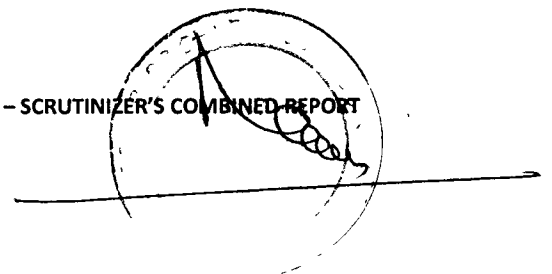
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No.5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

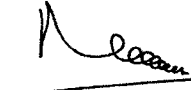




5. There were no invalid votes recorded on the E-Voting and Poll.
6. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For R. Sridharan & Associates
Company Secretaries


CS R. Sridharan
CP No. 3239
FCS No. 4775

