

PREMIER ENERGY AND INFRASTRUCTURE LIMITED

CIN:L45201TN1988PLC015521**Registered Office:** Tangy Apartments, "A" Block, New No.6/1, Old No. 34/1. Dr. P V Cherian Crescent Road, Egmore Chennai 600008.

Email:premierinfra@gmail.com **Website:** www.premierenergy.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable Rules made there under]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), SEBI (Listing and Obligations and Disclosure Requirement) Regulations, 2015, Circular issued by Ministry of Corporate Affairs Circular No.14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (the "MCA Circulars") and pursuant to other applicable laws and regulations, the Company is seeking consent of its members for the resolution as set out in this notice in Item No. 1 which is proposed to be passed by means of Postal Ballot in respect of the following business.

The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and reasons thereof along with the Postal Ballot Form are enclosed herewith.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing Electronic Voting (hereinafter referred as "e-voting") facility which would enable to cast votes electronically, instead of dispatching the physical Postal Ballot form through post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members.

The Board of Directors has appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, Company Secretaries as the scrutinizer for conducting the Postal Ballot and e-Voting process.

The e-voting facility is available at the link <https://www.evotingindia.com/> Please refer the instructions for e-voting given in note 8 of this notice for the process and the manner in which e-voting is to be carried out.

E-Voting will be blocked by Monday at **5:00 p.m. (IST) on 20th July, 2020** and e-Voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots received in electronic mode. The result of the voting by Postal Ballot will be announced by the Chairman of the Company or by such other person as may be authorized by him on 22nd July, 2020. Resolutions passed by the members through Postal Ballot are deemed to have been passed at a General Meeting of the members. The result of the Postal Ballot and the scrutinizer's report will be posted on the Company's website www.premierenergy.in and communicated to the Stock Exchange.

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Following resolutions are requested to be passed by the Shareholders of the Company through Postal Ballot /e-voting:

SPECIAL BUSINESS

RESOLUTION:

Item No. 1 - To appoint M/s. A M Jambunathan & Co, Chartered Accountants (FRN: 001250S) as Statutory Auditors of the Company to fill the Casual vacancy caused due to Resignation of M/s.S.H. Bhandari & Co, Chartered Accountants, Chennai (Firm Registration No. 000438S).

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 Section 140 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s A M Jambunathan & Co, Chartered Accountants (FRN: 001250S), who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s.S.H. Bhandari & Co, Chartered Accountants, Chennai (Firm Registration No. 000438S), to hold the office till the conclusion of ensuing Annual General Meeting of the Company, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to re-imbursalment of out of pocket expenses incurred by them in connection with the audit of accounts of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution."

Date :25th May,2020

**On behalf of the Board of Directors
For Premier Energy and Infrastructure
Limited**

Place :Chennai

**M Narayanamurthi
Managing Director**

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Notes:

In view of the pandemic CoVID-19 and the resultant lockdown situation across the country restricting the movement of persons, in compliance with framework issued by the Ministry of Corporate Affairs through its circular No. 14/2020 dated April, 08, 2020 and circular no. 17/2020 dated April 13, 2020, the company is sending Postal Ballot Notice in electronic form only to those Members who have registered their email address with the Register and Share Transfer Agent.

Members who have not registered or who wish to update their e-mail ID, postal address, telephone/mobile numbers, Permanent Account Numbers, bank account details are requested to register/intimate the same with their Depository Participant, if the shares are held by them in electronic form and in case of members holding shares in physical form, all intimations are to be sent to Cameo Corporate Services Limited at cameo@cameoindia.com.

1. Explanatory Statement for the proposed Ordinary Resolution under item no. 1 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.

2. The Members whose name appears in the Register of Members maintained by the Depositories / Registrar and Share Transfer Agent ("RTA") as on **12th June, 2020** ("Cut-off Date") may cast their vote by electronic means in the manner and process set out hereinabove.

Voting Rights: The voting rights of Members shall be in proportion to their equity shares of the paid-up equity share capital of the Company as on the Cut-off Date, which will only be considered for voting.

4. Only a Member who is entitled to vote is entitled to exercise his/her/its vote through Postal Ballot or e-voting. The date of completion of dispatch of the Notice will be announced through Notice in newspapers.

5. The resolution will be taken as passed effectively on the date of declaration of the results on the Company's website, if the result of the postal ballot indicates that the requisite majority of the Members have assented to the resolution.

6. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 9.00 a.m. (IST) on 21st June, 2020.

End of remote e-voting : At 5.00 p.m. (IST) on 20th July, 2020.

7. Any query / grievances connected with the voting by electronic means may be addressed to the Chief Financial Officer, 044- 28270041, premierinfra@gmail.com.

8. The instructions for e-voting are as under:

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(i) The e-voting period begins on Sunday, 21st June, 2020 at 9:00 A.M. and ends on Monday, 20th July, 2020 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 12th June, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on Shareholders / Members

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Bank Details OR Date of Birth (DOB)	<p>Dividend Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of the "CONTROL PRINT LIMITED".

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the • Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No.01

M/s S.H. Bhandari & Co, Chartered Accountants, Chennai (Firm Registration No. 000438S) were appointed as Statutory Auditors of the Company at the 27th Annual General Meeting (AGM) held on 30th September, 2019 to hold the office for a period of 5 years until the conclusion of 32nd Annual General Meeting (AGM).

However, M/s S.H. Bhandari & Co, Chartered Accountants, Chennai (Firm Registration No. 000438S) has expressed their unwillingness to continue as Statutory Auditors of the Company for commercial considerations as they are not able to recover reasonable portion of their time cost and have tendered their resignation vide their resignation letter dated 1ST November, 2019, resulting into a casual vacancy in the office of Statutory Auditors of the company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, casual vacancy caused by the resignation of Auditors shall be filled by the Board subject to the approval of the members within three months of the recommendation of the Board.

Further, the Board of Directors at their meeting held on 25th May, 2020 considered the appointment of M/s. A M Jambunathan & Co, Chartered Accountants (FRN: 001250S) as the Statutory Auditors of the Company shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

M/s. A M Jambunathan & Co, Chartered Accountants (FRN: 001250S), have conveyed their consent for the appointment as the Statutory Auditors of the Company along with a

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confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Board recommends the ordinary resolution as set out at item no. 1 in this Notice for approval of the members of the Company.

The Board proposes the aforesaid resolution for your approval.

Date :25th May,2020

**On behalf of the Board of Directors
For Premier Energy and Infrastructure
Limited**

Place :Chennai

**M Narayanamurthi
Managing Director**