**Quarterly Compliance Report on Corporate Governance**

**Name of the Company : PREMIER ENERGY AND INFRASTRUCTURE LIMITED**

**Quarter ending on : 30th September 2016**

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| 1. **Composition of Board of Directors** | | | | | | | | | |
| **Title (Mr./Ms.)** | **Name of the Director** | **PAN and DIN** | **Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)** | **Date of Appointment in the current term / cessation** | **Tenure** | **No. of Directorship in listed entities including this listed entity** | | **No. of membership in Audit/ Stakeholder Committee(s) including this listed entity** | **No. of post of Chairperson in Audit /Stakeholder Committee held in listed entities including this listed entity** |
| Mr. | M Narayanamurthi | AKVPM1551D  00054021 | Managing Director | DoA:  13/11/2015 | 2 years | NIL | | NIL |  |
| Mr. | Rangaswami Ramakrishnan | AAEPR5083Q00809342 | Independent Director | DoA: 03/06/2009 | 5 years from 31.12.14 | 3 | | 1/1 | 1 |
| Mr. | Kytharam Naryana Iyer Narayanan | AAEPN3631L  01543391 | Independent Director | DoA:  03/06/2009 | 5 years from 31.12.14 | 1 | | 1/1 | - |
| Mr. | Vikram Mankal | AQAPM3863H  03097118 | Non Executive Director | DoA:  14/12/2011 |  | 1 | | 1/1 | - |
|  | R Kohila | AKIPK1540P  00966622 | Non Executive Independent Director | DOA  13/11/2015 | 5 years from 13/11/2015 | - | | - | - |
| 1. **Composition of Committees** | | | | | | | | | |
| **Name of Committee** | | | | **Name of Committee Members** | | | **Category (Chairperson / Executive / Non – Executive / Independent/ Nominee)** | | |
| Audit Committee | | | | 1. Mr. R.Ramakrishnan 2. Mr.M Narayanamurthi 3. Mr.K.N.Narayanan | | | Chairperson, Independent Director  Managing Director  Non Executive Director | | |
| Nomination and Remuneration Committee | | | | 1. Mr. R.Ramakrishnan 2. Mr.M Narayanamurthi 3. Mr.Vikram Mankal 4. Mr.K.N.Narayanan | | | Chairperson, Independent Director  Managing Director  Non ExDirector  Non Executive Director | | |
| Risk Management Committee (if applicable) | | | | Not Applicable | | | Not Applicable | | |
| Stakeholders Relationship Committee | | | | 1. Mr. R.Ramakrishnan 2. Mr.M Narayanamurthi 3. Mr.K.N.Narayanan | | | Chairperson, Independent Director  Independent Director  Non Executive Director | | |

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| 1. **Meetings of Board of Directors** | | | | | | |
| **Date of Meeting (if any) in the previous quarter** | | **Date of Meeting (if any) in the relevant quarter** | | | **Maximum gap between any two consecutive meetings in number of days** | |
| 30th May, 2016 | | 24th August, 2016 | | | 86 days | |
| 1. **Meeting of Committees** | | | | | | |
| **Date(s) of meeting of the committee in the relevant quarter** | **Whether requirement of quorum met (details)** | | **Date(s) of meeting of the committee in the previous quarter** | | | **Maximum gap between any two consecutive meetings in number of days** |
| Audit Committee Meeting – | Yes | | 24th August | | | 86 days |
| Corporate Social Responsibility Committee Meeting – 13th February, 2016 | Yes | | Nil | | | Not Applicable |
| 1. **Related Party Transaction** | | | | | | |
| **Subject** | | | | **Compliance Status (Yes / No/ NA)** | | |
| Whether prior approval of Audit Committee obtained | | | | Yes | | |
| Whether shareholder approval obtained for material RPT | | | | NA during the relevant quarter | | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | | | NA as there was no transaction entered into during relevant quarter pursuant to Omnibus Approval granted. | | |
| 1. **Affirmations** | | | | | | |
| 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 3. Audit Committee 4. Nominations and Remuneration Committee 5. Stakeholders Relationship Committee 6. Risk Management Committee (applicable to the top 100 listed entities) – **Not Applicable on MPS Limited**. 7. The committee members have been made aware of their roles, powers and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 8. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 9. This Report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments / observation / advice of Board of Directors may be mentioned here:- **This report shall be placed before the Board of Directors in the forthcoming meeting.** | | | | | | |
| **Name and Designation:**  **M Narayanamurthi**  **Managing Director**  **Chennai**  **15th October, 2016** | | | | | | |