

22nd July, 2020

The Chairman
PREMIER ENERGY AND INFRASTRUCTURE LIMITED,
Tangy Apartments, "A" Block, New No.6/1, Old No. 34/1,
Dr. P V Cherian Crescent Road, Egmore,
Chennai - 600008.

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **PREMIER ENERGY AND INFRASTRUCTURE LIMITED** on 25th May, 2020, we have been appointed as Scrutinizer for the purpose of scrutinising the Postal Ballot voting in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the resolution
<p>Section 139 and Section 140 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto)</p>	<p>ORDINARY RESOLUTION</p> <p>"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-imbusement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company."</p> <p>"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."</p>



WE REPORT that 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 has sent Postal Ballot Notice dated 25th May, 2020 in electronic form only to those Members who have registered their email address with the Register and Share Transfer Agent.

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot and E- voting, on the resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company.

WE REPORT that as stated in the notice sent to the members, the Company had fixed 20th July, 2020 as the last date for E-Voting. As stated in Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' and "**MAKKAL KURAL**" in vernacular language 'Tamil' on 19th June, 2020 informing about the despatch of the Postal Ballot Notice and other related matters mentioned therein. We have received E-Voting from the members during the period **21st June, 2020 (9:00 a.m. IST) to 20th July, 2020 (5:00 p.m. IST)**.

All the votes received upto the closure of working hours (**5:00 p.m. IST**) on Monday, 20th July, 2020, the last date fixed by the Company for receipt of E-Voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

WE REPORT that out of **11094** Shareholders, we have received E-Voting from **17** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting	21st June, 2020 (9:00 a.m. IST) to 20th July, 2020 (5:00 p.m. IST)	
Total No. of Shareholders	11094	
Total No. of Shares	41350060	
Particulars	As per E-Voting	Total
Postal Ballot e-voting	17	17
Less: Invalid *	0	0
Net Valid e-voting	17	17



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). (Ordinary Resolution).

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

Number of members voted in E- Voting	Number of votes cast (Shares) -E-Voting	% of total number of valid votes cast
11	25010766	99.99

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

Number of members voted in E- Voting	Number of votes cast (Shares) -E-Voting	% of total number of valid votes cast
6	2451	0.01

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) -E- Voting
NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the Ordinary Resolution under Section 139 and Section 140 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), as set out in the Notice of Postal Ballot dated May 25, 2020 is passed in favour of the resolution with requisite majority.





We further report that as per the notice of Postal Ballot dated 25th May, 2020 approved by the Board of Directors on 25th May, 2020 the Chairman or any other Director of the Company may declare and confirm the above results of voting on Wednesday, 22nd July, 2020 at the Registered Office of the Company. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website - www.premiereenergy.in and on the e-voting website www.evotingindia.com as well as on Stock Exchanges website viz. www.bseindia.com. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Chief Financial Officer after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot E-Voting.

Thanking You

Yours faithfully,

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES


CS R SRIDHARAN
C P No. 3239
FCS No. 4775
UDIN: F004775B000490755

Place: Chennai
Encl.: a/a

