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Consolidated Scrutinizer's Report

29th December, 2020

Mr. M Narayanamurthi Chairman of the Meeting Premier Energy and Infrastructure Limited, Ground Floor, Tangy Apartments, 34, Dr. P V Cherian Road, off. Ethiraj Salai, Egmore, Chennai - 600 008.

Ref: 28th Annual General Meeting (AGM) of the Members of the Premier Energy and Infrastructure Limited held on 27th December, 2020 at 11:00 A.M. I.S.T by way of Video Conferencing ("VC").

Dear Sir,

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

The Board of Directors of Premier Energy and Infrastructure Limited vide resolution dated 12th November, 2020, pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 33/2020 dated September 28, 2020 read with Circular No. 14/2020 dated April, 08, 2020, Circular no. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 to scrutinize the voting relating to the resolutions as set out in the notice of the AGM through remote e-voting process held between Thursday, 24th December, 2020 (09.00 A.M.) (IST) to Saturday, 26th December, 2020 (5.00 P.M.) (IST) and through electronic voting system (evoting) during the 28th Annual General Meeting (AGM) of the members of the Company, held on Sunday, 27th December, 2020 at 11:00 A.M. I.S.T by way of Video Conferencing ("VC").

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We now submit our Consolidated Report as under:

- 1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders is the responsibility of the management.
- The Company has availed remote e-voting system and electronic voting system at the AGM provided by Central Depository Services (India) Limited (CDSL) for enabling the members to cast their vote under the provisions of the said Sections and the Rules made thereunder.
- 3. After conclusion of the proceedings of the meeting, the shareholders present through VC voted through the e-voting facility provided by CDSL. As per the information given by the Company, the names of the shareholders who had voted by remote e-voting had been blocked and only those members who were present at the AGM through VC and who had not voted by remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- 4. We have scrutinized and reviewed the remote e-voting system, electronic voting system after conclusion of the AGM. We have unblocked the votes cast by the members through remote e-voting system and electronic voting system in the presence of two witnesses Mr. K Satheesh and Ms. J Soundarya who are not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and e-voting at the AGM are based on the data downloaded from the official website of CDSL.
- 5. Based on the data downloaded from the Official website of CDSL for the remote e-voting system and on the basis of the report furnished to us by them on the electronic voting system, we now submit our consolidated report (Remote e-voting, Electronic Voting System) as under:

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New No. 44 OH No. 25 Ginnamatai Amhina Sireer T. Nagar, Churnai 17 CP. No: 3139 FCS No: 4775

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Item No. 1 - Adoption of Audited Standalone and Consolidated Financial Statements together with Board's Report and Auditor's Report thereon for the financial year ended 31st March, 2020.

ORDINARY RESOLUTION

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

Number	of	Number o	f	Number	of	Number	of	Total	% of total
Members		votes cas	t	Members	voted	votes	cast	Number of	number of
voted	in	(Shares)	-	through	E-	(Shares)		votes cast	valid votes
Remote		Remote		voting		through	E-	through	cast
E-Voting		E-Voting				voting		Remote	
								E-Voting	
								and E-	
								voting	
						***		35000500	00 0000
32		25968 460		1		100		25968560	99.9999

(ii) Votes against the resolution:

Number of	Number of	Number of	Number of	Total	% of total
Members	votes cast	Members voted	votes cast	Number of	number of
voted in	(Shares) -	through E-voting	(Shares)	votes cast	valid votes
Remote	Remote		through E-	through	cast
E- Voting	E-Voting		voting	Remote	
				E-Voting	
				and E-	
				voting	
0	0	8	26	26	0.0001

(iii) Invalid Votes:

NIL		NIL		NIL		N	IL		NIL	
E- Voting		E- Voting						voting		
Remote		Remote						E- Vo	ting and	E-
voted	in	(Shares)	-	through E-	voting	through	E-voting		jh Rem	
members		votes	cast	Members	voted	cast	(Shares)	votes	(cast
Number	of	Number	of	Number	of	Number	of votes	Total	Number	of

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 with requisite majority.

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Flat No. 3, 1st Floor, New No. 44, Old No. 25, Unnama ai Ammal Street, T. Nagal, Chennai - 1, CP. No: 3239 FCS No: 4775 Item No. 2 – Appointment of M/s A M Jambunathan & Co, Chartered Accountants (FRN: 001250S), as Statutory Auditors of the Company.

ORDINARY RESOLUTION

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

Remote E- Voting		Remote E-Voting 259684		voting 1		through voting	E-	through Remote E- Voting and E-voting 25968560	99.9999
Members voted	of in	Number votes (Shares)	of cast -	Number Members through	of voted E-	Number votes (Shares)	of cast	votes cast	

(ii) Votes against the resolution:

Number of	Number of	Number of	Number of	Total	% of total
Members	votes cast	Members voted	votes cast	Number of	number of
voted in	(Shares) -	through E-voting	(Shares)	votes cast	valid votes
Remote	Remote		through E-	through	cast
E- Voting	E-Voting		voting	Remote E-	
			-	Voting and	
				E-voting	
0	0	8	26	26	0.0001

(iii) Invalid Votes:

voted in (Shares) – through E-voting through E-voting t	votes cast
	thurston Daniela
	through Remote
Remote Remote	E- Voting and E-
	voting
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. 2 as set out in the Notice of the AGM is passed with requisite majority.

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Item No. 3 - Appointment of Mr. M Narayanamurthi (DIN:00332455) as the Managing Director of the Company.

SPECIAL RESOLUTION

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

()	9 9 9 9		1 10000 1 100000	SELECTED SERVICE					
Number	of	Number	of	Number	of	Number	of	Total	% of total
Members		votes	cast	Members	voted	votes	cast	Number of	number of
voted	in	(Shares)	_	through	E-	(Shares)		votes cast	valid votes
Remote		Remote		voting		through	E-	through	cast
E-Voting		E-Voting				voting		Remote	
								E-Voting	
								and E-	
								voting	
21		250150	146	4		100		3F01F140	00 0000
31		259150	J4 U	1		100		2 5915140	99.9999

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

Number	of	Number of	Number of	Number of	Total	% of total
Members		votes cast	Members voted	votes cast	Number of	number of
voted	in	(Shares) -	through E-voting	(Shares)	votes cast	valid votes
Remote		Remote		through E-	through	cast
E- Voting		E-Voting		voting	Remote	
			7. /		E-Voting	
					and E-	
					voting	
0		0	8	26	26	0.0001

(iii) Invalid Votes:

Number of members voted in Remote E- Voting	of n	Number votes (Shares) Remote E- Voting	 Number Members through E-	voted	cast	of votes (Shares) E-voting	votes throug	ting and	cast ote
NIL		NIL	NIL		N	IL		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 with requisite majority.

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Item No. 4 - Reappointment of Mr. K N Narayanan as an Independent Director of the Company.

SPECIAL RESOLUTION

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E- voting	Number of votes cast (Shares) through E- voting	Total Number of votes cast through Remote E- Voting and E-voting	% of total number of valid votes cast
32 25968460 1		100	25968560	99.9999	

(ii) Votes against the resolution:

Number of	Number of	Number of	Number of	Total	% of total
Members	votes cast	Members voted	votes cast	Number of	number of
voted in	(Shares) -	through E-voting	(Shares)	votes cast	valid votes
Remote	Remote		through E-	through	cast
E- Voting	E-Voting		voting	Remote E-	
			-	Voting and	
				E-voting	
0	0	8	26	26	0.0001

(iii) Invalid Votes:

Number	of	Number of	Number of	Number of votes	Total Number of
members		votes cast	Members voted	cast (Shares)	votes cast
voted	in	(Shares) +	through E-voting	through E-voting	through Remote
Remote		Remote			E- Voting and E-
E- Voting		E- Voting			voting
NITI		ALTI	AITI	AITI	A.I.V.I
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. 4 as set out in the Notice of the AGM is passed with requisite majority.

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Rew No. 3. 1st Electrical New No. 1st Electrical No

Item No. 5 – Disinvestment in wholly owned subsidiary of the company - RCI POWER LIMITED

SPECIAL RESOLUTION

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

32	25968460	1	100	25968560	99.9999
Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E- voting	Number of votes cast (Shares) through E- voting	Total Number of votes cast through Remote E- Voting and E-voting	% of total number of valid votes cast

(ii) Votes against the resolution:

Number	of	Number of	Number of		Total	% of total
Members		votes cast	Members voted	votes cast	Number of	number of
voted	in	(Shares) -	through E-voting	()	votes cast	valid votes
Remote		Remote		through E-	through	cast
E- Voting		E-Voting		voting	Remote E-	
					Voting and	
					E-voting	
0		0	. 8	26	26	0.0001

(iii) Invalid Votes:

NIL		NIL	NIL	NIL	NIL
E- Voting		E- Voting			voting
Remote		Remote			E- Voting and E-
voted	in	(Shares) -	through E-voting	through E-voting	through Remote
members		votes cas t			votes cast
Number	of	Number of	Number of	Number of votes	Total Number of

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. 5 as set out in the Notice of the AGM is passed with requisite majority.

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CP. No: 3239 FCS No: 4775

Item No. 6 - Disinvestment in wholly owned subsidiary of the company - RCI POWER (AP) LIMITED

SPECIAL RESOLUTION

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

32	25968460	1	100	25968560	99.9999
				Voting and E-voting	
E- Voting	E-Voting		voting	Remote E-	
Remote	Remote	voting	through E-	through	cast
voted in	(Shares) -	through E-	(Shares)	votes cast	valid votes
Members	votes cast	Members voted	votes cast	Number of	number of
Number of	Number of	Number of	Number of	Total	% of total

(ii) Votes against the resolution:

Number of	Number of	Number of	Total	% of total
votes cast	Members voted	votes cast	Number of	number of
(Shares) -	through E-voting	(Shares)	votes cast	valid votes
Remote		through E-	through	cast
E-Voting		voting	Remote E-	
			Voting and	
			E-voting	
0	8	26	26	0.0001
	votes cast (Shares) – Remote	votes cast Members voted (Shares) – through E-voting Remote	votes cast (Shares) - through E-voting (Shares) Remote E-Voting (Shares) E-Voting Cast (Shares) through E-voting	votes cast (Shares) - through E-voting (Shares) (Shares) votes cast through E-Voting E-Voting voting (Shares) votes cast through Remote E-Voting and E-voting

(iii) Invalid Votes:

Number	of	Number of	Number of	Number of votes	Total Number of
members		votes cas t	Members voted	cast (Shares)	votes cast
voted	in	(Shares) -	through E-voting	through E-voting	through Remote
Remote		Remote			E- Voting and E-
E- Voting		E- Voting			voting
NIL		NIL	NIL	NIL	NIL
INIL		IATE	IATE	IATE	IATE

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. 6 as set out in the Notice of the AGM is passed with requisite majority.

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R.Sridharan & Associates Company Secretaries

- 6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.
- 7. The electronic data relating to remote e-voting and electronic voting system, all other relevant records is under our safe custody and will be handed over to the Company for preserving safely after the Chairman of the meeting considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

Yours faithfully,

For R. Sridharan & Associates

Company Secretaries

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

UDIN: F004775B001714373