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Consolidated Scrutinizer's Report

11th November, 2016

Mr. M Narayanamurthi
Chairman of the Meeting
Messrs. Premier Energy and Infrastructure Limited,
Karunai Kudil, I Floor,
226, Cathedral Road,
Chennai - 600 086

Ref: The 24th Annual General Meeting of the members of Messrs. Premier Energy and Infrastructure Limited.

Dear Sir,

The Board of Directors of **Messrs. Premier Energy and Infrastructure Limited** vide resolution dated 21st August, 2016 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 have appointed us viz. M/s. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the remote e-voting process held between Monday, 7th November, 2016 (9.00 AM) (IST) to Wednesday, 9th November, 2016 (5.00 PM) (IST) and to conduct the Polling process relating to the 24th AGM of the members of the Company, held on Thursday, 10th November, 2016 at 11.00 a.m. at Bharathiya Vidhya Bhavan (Mini Hall), 18,20,22 East Mada Street, Mylapore, Chennai – 600 004. The shareholders of the Company as on the "cut off" date i.e. Thursday, 3rd November, 2016 were entitled to vote as set out in the notice of the AGM.

We now submit our consolidated Report as under:

- 1. After the announcement of the poll by the Chairman of the meeting, one ballot box kept for polling was locked in our presence with due identification mark placed by us.
- 2. After the time fixed for closing of the poll, 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 Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. We have scrutinized and reviewed the voting at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K Satheesh and Mr. V Narasimhan, who are the witnesses and not in the employment of

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the company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].

4. The consolidated result (Remote E-voting and Poll) of the said Resolutions voted are as under:

Item No. 1 - Adoption of Standalone and Consolidated Audited Financial Statements, Reports of Board of Directors & Auditors thereon (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast _	Number members/ Proxies voted Poll	of by	Number votes (Shares) -	of cast Poll	Total Num of votes of through Remote E-Voting Poll		% of number valid cast	total of votes
5		213245	07	18		19504	40	2151954	47	99.99	998

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
0		0		1	5	5	0.00002

(iii) Invalid Votes:

NIL	4	NIL	NIL		N	IIL		NIL		
Remote E- Voting		E- Voting	voted by Foll					and P	oll	L-
Number members voted	of in	Number of votes cast (Shares) – Remote		of	Number cast (Sha		votes - Poll			of ugh E-

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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Item No. 2 – Appointment of Mr. Vikram Mankal (DIN:03097118) as director who retires by Rotation (Ordinary Resolution)

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

5		213245	07	19		19504	5	2151955	2	10	00
								and Poll			
E- Voting		E-Voting						Remote E-Voting			
Remote		Remote		by Poll		Poll		through		cast	
voted	in	(Shares)	-	Proxies	voted	(Shares)	-	votes c	ast	valid	votes
members		votes	cast	members/	1	votes	cast	Number	of	numb	er of
Number	of	Number	of	Number	of	Number	of	Total		% of	total

(ii) Votes against the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	0.00

(iii) Invalid Votes:

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

RESULT:

As no votes were cast against the Resolution, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed unanimously.

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Item No. 3 – Ratification of the appointment of M/s. S.H.Bhandari & Co, Chartered Accountants as Statutory Auditors (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number	of	Number	of	Number	of	Number	of	Total		% of total
members		votes ca	st	members	/	votes	cast	Number	of	number of
voted	in	(Shares)	-	Proxies	voted	(Shares)	-	votes ca	st	valid votes
Remote		Remote		by Poll		Poll		through		cast
E- Voting		E-Voting						Remote		
								E-Voting		1 1
		(4)						and Poll		
5		21324507	7	18		19504	0	21519547	,	99.99998

(ii) Votes against the resolution:

Number of members voted in Remote E- Voting	votes cast	Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
0	0	1	5	5	0.00002

(iii) Invalid Votes:

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

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

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Item No. 4 - Appointment of Mr. M Narayanamurthi (00332455) as Director of the Company (Ordinary Resolution)

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

5		2132450	7	19		19504	5	21519552		10	0
								E-Voting and Poll			
E- Voting		E-Voting						Remote			
Remote		Remote		by Poll		Poll		through	.	cast	
voted i	in	(Shares)	-	Proxies	voted	(Shares)	-	votes cas	st	valid	votes
members		votes c	ast	members	/	votes	cast	Number o	of	numbe	er of
Number of	of	Number	of	Number	of	Number	of	Total			total

(ii) Votes against the resolution:

Number of members voted in Remote E- Voting	votes cast	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	0.00

(iii) Invalid Votes:

E- Voting NIL		E- Voting NIL		NIL		NIL		NIL	
members voted Remote	in	votes (Shares) Remote	cast	members/Proxie voted by Poll	700000000000000000000000000000000000000	(Shares)	- votes	(cast note
Number	of	Number			700000000000000000000000000000000000000	nber of vot	es Total	Number	of

RESULT:

As no votes were cast against the Resolution, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed unanimously.

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Item No. 5 - Appointment of Mr. M Narayanamurthi (00332455) as Managing Director of the Company (Special Resolution)

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

5		213245	07	19		19504	5	2151955	2	10	00
								E-Voting and Poll			
E- Voting		E-Voting						Remote		111 ×	
Remote		Remote		by Poll		Poll		through		cast	
voted	in	(Shares)	-	Proxies	voted	(Shares)	-	votes c	ast	valid	votes
members		votes	cast	members	/	votes	cast	Number	of	numb	er of
Number (of	Number	of	Number	of	Number	of	Total		% of	total

(ii) Votes against the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	0.00

(iii) Invalid Votes:

Remote E- Voting	""	Remote E- Voting		NIL	NIL	through Remote E- Voting and Poll NIL
Number members voted	of	Number votes (Shares)	cast	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	votes cast

RESULT:

As no votes were cast against the Resolution, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed unanimously.

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Item No. 6 - Appointment of Ms. R Kohila (00966622) as an Independent Director of the Company (Ordinary Resolution)

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

E- Voting		E-Voting		19		Poll 19504		through Remote E-Voting and Poll 21519)	cast	00
members	of n	Number votes (Shares) Remote	of cast -	Number members Proxies by Poll	of / voted	Number votes (Shares)	of cast -	Total Number votes	cast	numb valid	total er of votes

(ii) Votes against the resolution:

Number of members voted in Remote E- Voting	votes cast	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	0.00

(iii) Invalid Votes:

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

RESULT:

As no votes were cast against the Resolution, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed unanimously.

- **5.** A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Director 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



