

PREMIER ENERGY AND INFRASTRUCTURE LIMITED
CIN NO: L45201TN1988PLC015521

Tangy Apartments, "A" Block, New No.6/1, Old No. 34/1,
Dr. P V Cherian Crescent Road, Egmore Chennai - 600008
Ph. No: 044-28270041
Email: premierinfra@gmail.com, Website: www.premierenergy.in

NOTICE OF THIRTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Third Annual General Meeting ("AGM") of the Members of the Company will be held at 11:30 AM IST on Thursday, the 21st August, 2025 through video conferencing (VC) / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item no.1 – Adoption of Financial Statements.

To consider and if deemed fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone and consolidated Financial Statements of the Company for the year ended 31st March, 2025 and the Reports of the Board of Directors and the Independent Auditors thereon be and are hereby considered, approved and adopted."

Item no. 2 – Re-appointment of Ms. R. Amurthavalli DIN: 07136986 as a Director of the Company liable to retire by rotation:

To consider and if deemed fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 152(6) of the Companies Act, 2013, Ms. R. Amurthavalli, DIN: 07136986 who retires by rotation in the Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

Item no. 3 – Amendment of Object clause of Memorandum of Association of the Company.

To consider and if deemed fit, to pass the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to provisions of Section 13(1) of The Companies Act, 2013 and the rules framed thereunder, the consent of the Members of the company be and is hereby accorded to amend the object clause of the Memorandum of Association of the Company by inserting new sub clauses 6 and 7 after the existing sub clause 5 in Clause III.A. of the Memorandum of Association of the Company.

"6. To produce, develop (including contract development), manufacture (including contract manufacture), purchase, prepare, distill, import, export, trade, distribute sell and generally deal in bio pharmaceutical products, including biological, bio pharma products, solutions.

7. To manufacture, buy, sell and offer consultancy import and export or, act as commission agents and generally deal with all types of organic and inorganic chemicals, biological products, pharmaceuticals, drugs, bio chemicals and intermediates."

RESOLVED FURTHER THAT any of the directors of the company or Chief Financial Officer or Company Secretary be and are hereby severally authorized for and on behalf of the Company to sign and file all the requisite e-forms along with such other documents as may be required, with the Registrar of Companies and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

Item no. 4 – Increase in Authorized Share capital of the Company.

To consider and if deemed fit, to pass the following resolution as an **Ordinary Resolution**.

RESOLVED THAT, pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and read with the provisions in the Articles of Association of the Company, the consent of the Members of the company be and are hereby accorded to increase the Authorized Share Capital of the Company from Rs.44,15,00,000/- (Rupees Forty Four crores and fifteen Lakhs only) divided into 4,41,50,000 (Four crore forty one lakh and fifty thousand) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT, any of the Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings as may be necessary in this regard..

Item no. 5 – Alteration of the Capital clause of Memorandum of Association.

To consider and If deemed fit, to pass the following resolution as an **Ordinary Resolution**.

RESOLVED THAT, pursuant to the provisions of Sections 13 and 64 and other applicable provisions of the Companies Act, 2013, and the Rules thereunder, including any amendment thereof, the consent of the Members of the Company, be and are hereby accorded for substituting the existing Clause 5 of the Memorandum of Association of the Company with the following as the new Clause 5:

"The share capital of the Company shall be Rs.50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- (Rupees Ten) each.

RESOLVED FURTHER THAT, the Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to file necessary forms and returns with the Registrar of Companies and other Statutory Authorities and to do all other acts, deeds, things, and matters as may be deemed expedient to give effect to the aforesaid resolution.

Item no. 6 – Re-appointment of Mr. M Narayanamurthi as Managing Director, DIN: 00332455 of the Company for the period of 3 years.

To consider and If deemed fit, to pass the following resolution as a **Special Resolution**.

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, and Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members be and are hereby accorded for the

re-appointment of Mr. M. Narayanamurthi DIN: 00332455 as Managing Director of the Company, not liable to retire by rotation, for a period of 3 (three) years commencing from July 1, 2025 to June 30, 2028.

RESOLVED FURTHER THAT all directors, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorized to issue the notice to members, file necessary forms with Registrar of Companies, and do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

Item no. 7 – To appoint M/s. Sridharan & Sridharan Associates, Company Secretaries, as Secretarial Auditors for a term of Five (5) consecutive years commencing from FY 2025-26.

To consider and If deemed fit, to pass the following resolution as an **Ordinary Resolution.**

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the appointment of M/s. Sridharan & Sridharan Associates, Company Secretaries bearing Firm Registration No. P2022TN093500 as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years to hold office from the conclusion of the 33rd Annual General Meeting to be held in the year 2025 till the conclusion of the 38th Annual General Meeting to be held in the year 2030 at a remuneration of Rs. 1,50,000/- plus the applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the financial year 2025-26.

RESOLVED FURTHER THAT Mr. M Narayanamurthi, Managing Director, Mr. A Sriram, Chief Financial Officer of the Company be and are hereby severally authorised to decide the remuneration payable to the Secretarial auditors for the subsequent years as may be mutually agreed.

RESOLVED FURTHER THAT Mr. M Narayanamurthi, Managing Director, Mr. A Sriram, Chief Financial Officer and Mr. A V Ramalingam, Company Secretary and Compliance officer of the Company be and are hereby severally authorised to file necessary forms with Central Government or any other Statutory Authority(s) in this regard

By order of the Board

Place: Chennai
Date: 27.05.2025

AV Ramalingam
Company Secretary

CIN: L45201TN1988PLC015521
Registered office – Tangy Apartments,
A Block, New no.6/1, Old no.34/1. Dr.PV
Cherian Cresentro, AD, egmore,
Chennai-600008
Email ID – premierinfra@gmail.com
Website - <https://premierenergy.in/>

Notes

- A.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3, 4, 5, 6 & 7 of the Notice, is annexed hereto.
- B.** The relevant details, pursuant to 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this Annual General Meeting ("AGM") are also annexed.
- C. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 33RD AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:**

Pursuant to the Circular No. 20/2020 dated May 05, 2020, Circular no. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022 dated 28th December, 2022, Circular No. 09/2023 dated 25th September, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD21/CIR/P/2021/11 dated 15th January, 2021, Circular no. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India in this regard and all other relevant circulars issued from time to time (hereinafter referred to as "Circulars") The deemed venue for the 33rd AGM shall be at the Registered Office of the Company from where the Company Secretary of the Company would be convening and attending the AGM.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s) unless any member has requested for a physical copy of the same.

Since the AGM is being held over video conferencing where physical attendance of members in any case has been dispensed with, a member entitled to attend and vote at the meeting will not be eligible to appoint proxies to attend the meeting instead of him/her. Accordingly, the proxy form and attendance slip is not attached to this notice and the resultant requirement for submission of proxy forms does not arise.

Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will

be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

The register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members can send an email for this purpose to premierinfra@gmail.com.

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "E-Voting facility provided by listed companies", E-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat account/websites of depositories/DPs in order to increase the efficiency of the voting process.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014, as presently in force and the businesses set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote through remote e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and circular no. 20/2020 dated May 5, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.premierenergy.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL

(agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI etc.,) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser through email ID: cssrinidhi.sridharan@gmail.com with a copy marked to evoting@cDSL.com and premierinfra@gmail.com. The scanned image of the abovementioned documents should be in the naming format "PREMIER ENERGY-33RD AGM". They can also upload their board resolution / authorisation etc., by clicking on "Upload Board Resolution / Authority letter" displayed under e-voting tab in their login. Corporate Members are encouraged to attend the meeting through VC.

SEBI vide its Circular dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In terms of the above Circular, folios of physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, are required to be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievance or avail service request from the RTA of the Company and will not be eligible for receipt of dividend in physical mode. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at www.premiereenergy.in

In terms of SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 it is mandatory to furnish PAN, KYC details and Nomination by holders of physical securities and provides that any dividend/ interest to the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment of dividend/interest, through electronic mode only with effect from April 01,2024, upon their furnishing all the aforesaid details in entirety. It shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. Accordingly, it is once again reiterated that it is mandatory for all holders and claimants of physical securities to furnish all the above mentioned details to RTA. Pursuant to above SEBI circular, the shareholders are requested to furnish valid PAN, e-mail address, mobile number, Bank account details and nomination details immediately in the below mentioned forms to the RTA below mentioned address:

S. NO	FORM	PURPOSE
1	Form ISR-1	To register/update PAN, KYC details
2	Form ISR-2	To Confirm Signature of securities holder by the Bank
3	Form ISR-3	Declaration Form for opting out of Nomination 4 Form
4	Form SH-13	Nomination Form
5	Form SH-14	Cancellation or Variation of Nomination (if any)

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4 / ISR - 5, the format of which is available on the Company's website at <https://www.https://premierenergy.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, shareholders holding shares in physical form may file nomination in the prescribed SH-13 with Cameo Corporate Services Limited (RTA) If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.https://premierenergy.in/>. In respect of shares held in demat form, the nomination form may be filed with the concerned Depository Participant(s) (DP).

D. THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Saturday, the 16th August 2025 at 09:00 AM (IST) and ends on Wednesday, the 20th August, 2025 at 05:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date is Thursday, the 14th August 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In compliance with the provisions of Section 108 of the Act and Rules made thereunder and Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09,2020, under Regulation 44 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI),, the listed entity is required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vi) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu for eligible Companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting menu, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual

	<p>meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 022 4886 7000 and 022 2499 7000

Login method for e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for exercising e-voting of agenda of AGM 2025.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
- Alternatively, Non-Individual shareholders are mandatory required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; at premierinfra@gmail.com with marking copy to and cssrinidhi.sridharan@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

E. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to ask questions during the 33rd AGM with regard to the financial statements or any other matter to be placed at the 33rd AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address at premierinfra@gmail.com from Thursday, 7th August, 2025 (9:00 a.m. IST) to Thursday, 14th August, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 33rd AGM, depending upon the availability of time.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. Once the vote on the resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

F. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.**
- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)**
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no.1800 21 09911.

OTHER GUIDELINES FOR MEMBERS:

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingindia.com to reset the password.
- b. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date, i.e., Thursday, the 14th August, 2025. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the meeting.
- c. Any person, who acquires shares of the Company and becomes the member of the Company after the Company sends the Notice of the AGM and would be holding shares of the Company as on the Thursday, the 14th August, 2025 may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or investor@cameoindia.com. Alternatively, the shareholder can create their user name and password by entering the valid credentials, as mentioned in point no (viii) mentioned above in the remote e-voting instructions.
- d. Ms. Srinidhi Sridharan, Practicing Company Secretary (Membership No. FCS 12510) of M/s. Srinidhi Sridharan & Associates, Company Secretaries, Chennai, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- e. During the 33rd AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 33rd AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 33rd AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 33rd AGM.
- f. The Scrutinizer shall after the conclusion of e-Voting at the 33rd AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the 33rd AGM, who shall then countersign and declare the result of the voting forthwith.

- g. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, www.premiereenergy.in and on the website of CDSL immediately after the results are declared and communicated to the Stock Exchange, where the shares of the Company are listed, viz. BSE Limited.
- h. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Thursday, 21st August, 2025.

	By order of the Board
Place: Chennai	AV Ramalingam
Date: 27th May, 2025	Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item no. 3 – Amendment of Object clause of Memorandum of Association of the Company.

The Board of Directors of the Company has recognized the need to align the business operations with the evolving market trends and emerging business opportunities. Currently, the Company is primarily engaged in the Infrastructure business. However, in line with its business expansion strategies and to diversify operations for enhanced growth and value creation, the Board has proposed to enter new business areas with significant growth potential. These new areas include the production, development, and trading of bio-pharmaceutical products, as well as dealing with various organic and inorganic chemicals, pharmaceuticals, and biological products.

With a view to unearth synergies, scale operations, and maximize shareholder value, it is proposed that the Memorandum of Association (MOA) of the Company be amended to reflect these new business activities. Accordingly, the Board is considering a resolution under Section 13(1) of the Companies Act, 2013, subject to shareholder approval. The amendment involves the insertion of two new sub-clauses (6 and 7) under Clause III.A. of the MOA, enabling the Company to undertake these new business ventures.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

Item no. 4 – Increase in Authorized Share capital of the Company.

The Board decided that the Authorised Capital of the Company has to be increased to facilitate the issue of shares for Company's future funding requirements.

In this regard that the equity capital could be issued at par, viz., at the face value of Rs.10 per share.

Accordingly, it is proposed to increase the Authorized capital of the Company from Rs.44,15,00,000/- (Rupees Forty Four crores and fifteen Lakhs only) divided into 4,41,50,000 (Four crore forty one lakh and fifty thousand) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each ranking pari passu with the existing Equity Shares in all respects and subject to members approval.

Pursuant to Sections 61 and 64 of the Companies Act, 2013, the consent of the Members of the Company is required for the proposed increase in the authorized share capital. Accordingly, the Board of Directors of the Company, vide its resolution passed at the meeting held on 27th January, 2025 has proposed to increase the authorized share capital of the Company and seeks the approval of Members for the same by way of passing an Ordinary resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item no. 5 – Alteration of the Capital clause of Memorandum of Association.

In order to facilitate the proposed enhancement in the authorised share capital of the Company, the existing Clause 5 viz., the Capital Clause of the Memorandum of Association of the Company will have to be altered from the existing Rs. 44,15,00,000/- (Rupees Forty Four crores and fifteen Lakhs only) divided into 4,41,50,000 (Four Crore forty one lakh and fifty thousand) Equity Shares of Rs.10/- (Rupees Ten only) to Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each.

Pursuant to the Section 13 and 64 of Companies Act, 2013, the alteration of the Capital Clause of the Memorandum of Association of the Company requires the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Item no. 6 – Re-appointment of Mr. M Narayanamurthi as Managing Director of the company for the period of 3 years.

The term of Mr. M. Narayanamurthi (DIN: 00332455), Managing Director, is due to expire on June 30, 2025. The Nomination and Remuneration Committee ("NRC"), after due evaluation of his performance, experience, and contribution to the Company, has recommended his re-appointment for a further term of three (3) years commencing from July 1, 2025 to June 30, 2028, not liable to retire by rotation at a remuneration of Rs. 1,50,000 per month amounting to Rs. 18,00,000 per annum.

The re-appointment would be made in compliance with Sections 196, 197, and 203 of the Companies Act, 2013 read with Schedule V thereto and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is further noted that in view of his age (being 77 years at the time of re-appointment), his continuation in office as Managing Director requires the approval of the shareholders through a special resolution, in compliance with the second proviso to Section 196(3) (a) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Item no. 7 – Appointment of Secretarial Auditor for a term of five (5) consecutive years from FY 2025-2026.

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at its meeting held on May 27, 2025 have approved and recommended the appointment of M/s. Sridharan & Sridharan Associates, Company Secretaries (Firm Registration Number No. P2022TN093500), as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 38thAGM of the Company to be held in the Year 2030 on following terms and conditions:

a. Term of appointment: 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 38th AGM.

b. Proposed Fees and Material Change: The outgoing secretarial auditor of the Company was paid a fee of Rs. 82,500/- (excluding applicable taxes and out of pocket expenses) towards secretarial audit services for the financial year 2024-25. Based on the expertise and experience of M/s. Sridharan & Sridharan Associates, and the evolving regulatory framework, Rs.1,50,000/- (Rupees Eighty Thousand only) (Rupees one Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board of Directors of the Company.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors.

The Board recommends this ordinary resolution, as set forth in Item no.7 of this Notice, for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

	By order of the Board
Place: Chennai	AV Ramalingam
Date: 27th May, 2025	Company Secretary

DISCLOSURE UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of Director	Mr. M Narayanamurthi	Ms. Ravikumar Amurthavalli
DIN	00332455	07136986
Brief profile and experience	Mr. M Narayanamurthi is a Chartered accountant, Company Secretary and Cost accountant brings a robust blend of financial expertise, technology acumen, and leadership skills to his role.	Ms. R. Amurthavalli is a Chartered accountant, Company Secretary and Cost accountant who brings extensive expertise in finance management and strategic leadership with a robust career spanning over two decades, her professional journey includes pivotal roles in diverse sectors. She is currently Company Secretary for Spincotech Private Limited.
Date of Birth	25/03/1948	10/02/1968
Date of Appointment (initial)	28 th June, 2022	23 rd July, 2024
Qualification	Chartered Accountant, Cost Accountant and Company Secretary	Chartered Accountant, Cost Accountant and Company Secretary
Term and conditions of Appointment	Managing Director	Non-Executive Non-Independent Director, liable to retire by rotation
Remuneration proposed To be paid	Rs. 20,000 per month	Sitting fees and commission as approved by the Board of Directors/shareholders in accordance with applicable Provisions of law
Nature of expertise in functional areas	Mr. M. Narayanamurthi brings a robust blend of financial expertise, technology acumen, and leadership skills to his role. As a Chartered Accountant, Cost Accountant, and Company Secretary, he excels in financial reporting, budgeting, and cost management. His technology expertise includes implementing financial systems and leveraging data analytics to drive strategic decisions. Additionally, his leadership experience equips him to effectively manage teams and guide organizational growth.	Ms. R. Amurthavalli combines her qualifications as a Chartered Accountant, Company Secretary, and Cost Accountant to offer comprehensive expertise across financial, regulatory, and cost management domains. Her skills include meticulous financial reporting, strategic budgeting, and effective compliance oversight. Additionally, she excels in cost control and organizational governance, ensuring robust and efficient business operations.

Disclosure of relationships between directors inter se	NIL	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL	NIL
Shareholding of directors in the listed entity, including shareholding as a beneficial owner	73420 shares	NIL