



**SECRETARIAL COMPLIANCE REPORT OF PREMIER ENERGY AND INFRASTRUCTURE  
LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

ISIN: INE429K01012

We, SRINIDHI SRIDHARAN & ASSOCIATES, Company Secretaries have examined:

- a) All the documents and records made available to us and explanation provided by **PREMIER ENERGY AND INFRASTRUCTURE LIMITED, (CIN: L45201TN1988PLC015521) (herein after referred as "The listed entity")** having its Registered office at **Tangy Apartments, A Block, New No.6/1, Old No. 34/1, Dr. PV Cherian Crescent Road, Egmore, Chennai - 600008**
- b) the filings/ submissions made by the listed entity to the stock exchange,
- c) website of the listed entity (website address: <https://premierenergy.in/>)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31<sup>st</sup> March 2025** in respect of compliance with the provisions of:
  - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the year under review)**



- e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the year under review)**
- f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the year under review)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the year under review)**
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the year under review)**
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except the following: -

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors&if the listed entity becomes non-compliant with the requirement under sub-regulation (1) of this regulation due to expiration of the term of office of any	Regulation 17(1) (b) and 17 (1E) Regulation of SEBI Listing Regulations.	The Listed entity did not have a properly constituted Board as there was inadequate number of independent directors during the period from 30 <sup>th</sup> September, 2024 to 16 <sup>th</sup> October, 2024	-	-	-	-	The Board/ Committees were not validly constituted as the number of Independent Directors fell below the required criteria as specified under SEBI Listing Regulations	The Composition of Board, Audit Committee and Nomination and Remuneration Committee fell below the criteria due to retirement of Independent Director. The company has paid the fine imposed by the BSE Limited and the	



	director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated								the Company had appointed a new Independent Director with effect from 17 <sup>th</sup> October, 2024 bringing adequacy in composition of Board and Committees.
2.	The Board of Directors shall constitute the Nomination and Remuneration Committee with at least two-third of Members of the committee as Independent Directors	Regulation 19(1) (c) of SEBI Listing Regulations.	The Listed entity did not have a properly constituted Nomination and Remuneration Committee as there was inadequate number of independent directors during the period from 30 <sup>th</sup> September, 2024 to 16 <sup>th</sup> October, 2024	BSE Limited	Fine	Non-compliance with respect to constitution of Nomination & Remuneration Committee	Rs. 37,760 (including GST)		
3.	Every listed entity shall constitute a qualified and independent audit committee with at least two-thirds of the members of audit committee being Independent Directors.	Regulation 18(1)(b) of SEBI Listing Regulations	The Listed entity did not have a properly constituted Audit Committee as there was inadequate number of independent directors during the period from 30 <sup>th</sup> September, 2024 to 16 <sup>th</sup> October, 2024.	BSE Limited	Fine	Non-compliance with respect to constitution of Audit Committee	Rs. 2,17,120 (including GST)		
4.	The listed entity shall disclose to the Stock exchange the resignation of the auditor of the listed entity as soon as possible but not later than twenty-four hours of receipt of such reasons from auditor.	Regulation 30 of SEBI Listing Regulations read with Schedule III Part A Para A Clause 7A	There was a delay in disclosing the resignation of Statutory Auditor of the Listed Entity. For the resignation dated 22 <sup>nd</sup> August, 2024 the disclosure	-	-	-	-	There was a delay in disclosing the resignation of Statutory Auditor of the Listed Entity.	This was an inadvertent oversight from the Management and the Exchange has provided a warning letter to take adequate precaution in disclosing the Material events with the Stock



			in Stock exchange was made on 02 <sup>nd</sup> September, 2024 exceeding the specified time limit.						exchange within timelines prescribed under SEBI Listing Regulations.	
5.	The Listed entity shall ensure that if auditor resigns after 45 days from end of a quarter of a financial year then auditor shall, before such resignation, issue limited review report for such quarter as well as the next quarter.	SEBI circular CIR/CFD/CMD 1/114/2019 dated October 18, 2019 clause 6A(ii)	The erstwhile Statutory auditor AN Jambunathan & Co, resigned with effect from 22 <sup>nd</sup> August, 2024. The Limited review report for the quarter ended 30 <sup>th</sup> September, 2024 & 31 <sup>st</sup> December, 2024 was issued by newly appointed Statutory auditor instead of the Resigned auditor in violation of the prescribed circular.	-	-	-	-	There was non-compliance in issue of Limited review report for the quarter ended 30 <sup>th</sup> September, 2024 & 31 <sup>st</sup> December, 2024.	The Management was aware of the same and had requested the erstwhile auditor to issue the Limited review report for such quarters. However, the auditor could not issue the same due to pre-occupation. Due to time constraint and to comply with the timelines prescribed under Regulation 33 of SEBI LODR, 2015, the Management obtained the limited review report from the newly appointed Statutory auditor.	

(b)The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remedial actions, if any, taken by the listed entity	Remarks
1.	where the listed entity does not	Regulation 17(1) (b) of	There was inadequate								



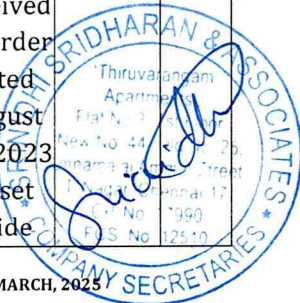
	have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors	SEBI Listing Regulations.	number of independent directors during the period from 1 <sup>st</sup> April, 2023 to 13 <sup>th</sup> October, 2023.					The Board/ Committees were not validly constituted as Independent Directors were not qualified to continue as Independent Director as they have failed to qualify the online proficiency self-assessment within the prescribed timeline.	The Independent Directors appointed by the Company have not qualified the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs, within the prescribed time and thereby ceased to be eligible for continuation as Independent Director. However, the Company has		
2.	The Board of Directors shall constitute the Nomination and Remuneration Committee with all directors of the committee being non-executive directors and at least two-third of Members of the committee as Independent Directors	Regulation 19(1) (b) & (c) of SEBI Listing Regulations.	The Listed entity did not have a properly constituted Nomination and Remuneration Committee for the period between 1 <sup>st</sup> April, 2023 to 13 <sup>th</sup> October, 2023.								
3.	Every listed entity shall constitute a qualified and independent audit committee with at least two-thirds of the members of audit committee being Independent Directors. Further the quorum shall be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.	Regulation 18(1)(b)& 18(2) of SEBI Listing Regulations	The Listed entity did not have a properly constituted Audit Committee for the period between 1 <sup>st</sup> April, 2023 to 13 <sup>th</sup> October, 2023. Further Audit Committee did not have properly constituted quorum for the meetings held on 30 <sup>th</sup> May, 2023 & 14 <sup>th</sup> August,								



			2023.						appointed an eligible Independent Director with effect from 14 <sup>th</sup> October, 2023.
4.	The listed entity which has listed securities shall make disclosures and abide by its obligations under SEBI Listing Regulations and all the provisions of the applicable laws including the securities laws and also such other guidelines as may be issued from time to time by the Board and the recognised stock exchange(s) in this regard and as may be applicable.	Regulation 4 of SEBI Listing Regulations	The Listed entity has not disclosed any information with the BSE Limited between the period 1 <sup>st</sup> April, 2023 to 22 <sup>nd</sup> September, 2023 for XBRL Compliances and 11 <sup>th</sup> December, 2023 for PDF Compliances.						The Company had received a letter from BSE vide letter no LIST/COMP/CT/14/2019-20 dated 13 <sup>th</sup> March 2019 with respect to payment of SOP fines. The Company was directed to pay an amount of Rs.81,63,830/- on or



										<p>before June 30, 2019 and the company failed to pay the SOP fines and it had resulted in the suspension of the company. However as per the information provided by the Company, it may be noted that, as on 31<sup>st</sup> December 2022 the entire SOP fine has been paid in full and company has received an order dated August 11, 2023 to set aside</p>
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We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

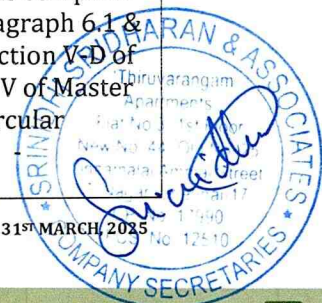
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	YES	The Company has generally complied
2.	<p><u>Adoption and timely updation of the Policies</u></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	YES  YES	-
3.	<p><u>Maintenance and disclosures on Website</u></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which</li> </ul>	YES  YES  YES	-  -



	redirects to the relevant document(s)/ section of the website.		
4.	<u>Disqualification of Director</u>  None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	-
5.	<u>Details related to Subsidiaries of listed entities</u>  <ul style="list-style-type: none"> <li>• Identification of material subsidiary companies.</li> <li>• Requirements with respect to disclosure of material as well as other subsidiaries.</li> </ul>	YES  YES	-  -
6.	<u>Preservation of Documents</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	<u>Performance Evaluation</u>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	-
8.	<u>Related Party Transactions</u>  <ul style="list-style-type: none"> <li>• The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</li> <li>• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently</li> </ul>	YES  NOT APPLICABLE	-  All Related party Transactions entered after obtaining approval of audit Committee



	approved/ratified/rejected by the Audit committee.		
9.	<u>Disclosure of events or information</u>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	NO	Kindly refer to the Table above
10.	<u>Prohibition of Insider Trading</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	The Company has implemented a Structured Digital Database (SDD) with effect from 20th August, 2024, and subsequent to the revocation of suspension from trading, effective from 26th November, 2024, the Company has ensured that Unpublished Price Sensitive Information (UPSI) is captured in the SDD
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NO	Kindly refer to the Table above
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR	YES	Except to the extent as mentioned in Table above the Listed entity has complied with Paragraph 6.1 & 6.2 of Section V-D of Chapter V of Master Circular



	Regulations by listed entities.		
13.	<u>Additional Non-compliances, if any</u>  No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	. -

PLACE: CHENNAI  
DATE : 22<sup>ND</sup> MAY, 2025

For SRINIDHI SRIDHARAN & ASSOCIATES  
COMPANY SECRETARIES



CS SRINIDHI SRIDHARAN  
CP No. 17990  
FCS No. 12510  
PR No. 6279/2020  
UIN: S2017TN472300  
UDIN: F012510G000407597

