

May 21, 2026

To,

Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip Code: 533100

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2026

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2026, issued by M/s Sridharan & Sridharan Associates, Company Secretaries.

We request you to take on record the same.

Thanking you,

Yours Faithfully,

For Premier Energy and Infrastructure Limited

**Narayanamurthi M
Managing Director**

Enclosure given below



SRIDHARAN & SRIDHARAN ASSOCIATES

CS company secretaries

SECRETARIAL COMPLIANCE REPORT OF PREMIER ENERGY AND INFRASTRUCTURE LIMITED FOR THE YEAR ENDED 31ST MARCH, 2026

ISIN: INE429K01012

We, **SRIDHARAN & 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 **31st March 2026** 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)**

PREMIER ENERGY AND INFRASTRUCTURE LIMITED

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2026

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www.aryes.in

info@aryes.in

New No. 12 Old No. 37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T Nagar, Chennai - 600017

044 45037414 +91 9940118446/
9790762955/ 9677158446

- 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 |
|--------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| NIL | | | | | | | | | | |

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

| S. No | Observations/ Remarks of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the financial year ended | Compliance Requirement (Regulations/ circulars/guidelines including specific clause) | Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
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PREMIER ENERGY AND INFRASTRUCTURE LIMITED

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH 2026

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| | | 31 st March, 2025 | | | | |
|----|---|---|--|--|--|--|
| 1. | - | The Listed entity did not have a properly constituted Board as there was inadequate number of independent directors during the period from 30 th September, 2024 to 16 th October, 2024 | 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 director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated violating Regulation 17(1) (b) and 17 (1E) Regulation of SEBI Listing Regulations. | 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 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 th September, 2024 to 16 th October, 2024 | The Board of Directors shall constitute the Nomination and Remuneration Committee with at least two-third of Members of the committee as Independent Directors in compliance of Regulation 19(1) (c) of SEBI Listing Regulations | Non-compliance with respect to constitution of Nomination & Remuneration Committee and paid a penalty of Rs. 37,760 (including GST) | | |
| | | The Listed entity did not have a | Every listed entity shall constitute a qualified and independent audit committee with at least | Non-compliance with respect to | | |
| | | | | | 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 Company had appointed a new Independent Director with effect from 17 th October, 2024 bringing adequacy in composition of Board and Committees. | The Company had appointed a new Independent Director with effect from 17 th October, 2024 bringing adequacy in composition of Board and Committees. |

PREMIER ENERGY AND INFRASTRUCTURE LIMITED

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2024

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| | | properly constituted Audit Committee as there was inadequate number of independent directors during the period from 30 th September, 2024 to 16 th October, 2024 | two-thirds of the members of audit committee being Independent Directors in compliance of Regulation 18(1)(b) of SEBI Listing Regulations | constitution of Audit Committee and paid a penalty of Rs. 2,17,120 (including GST) | | |
| | | There was a delay in disclosing the resignation of Statutory Auditor of the Listed Entity. For the resignation dated 22 nd August, 2024 the disclosure in Stock exchange was made on 02 nd September, 2024 exceeding the specified time limit. | 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 in compliance with 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 and exchange has issued warning letter for the same. | 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 exchange within timelines prescribed under SEBI Listing Regulations. | - |
| | | The erstwhile Statutory auditor AN Jambunathan & Co, resigned with effect | 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 | There was non-compliance in issue of Limited review report for the quarter ended 30 th | The Management was aware of the same and had requested the erstwhile auditor to | |



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| | | from 22 nd August, 2024. The Limited review report for the quarter ended 30 th September, 2024 & 31 st December, 2024 was issued by newly appointed Statutory auditor instead of the Resigned auditor in violation of the prescribed circular. | as the next quarter in compliance with SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 clause 6A(ii) | September, 2024 & 31 st December, 2024 | 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. | |
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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. | <u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI). | YES | |
| 2. | <u>Adoption and timely updation of the Policies</u> • All applicable policies under SEBI Regulations are adopted | YES | |

PREMIER ENERGY AND INFRASTRUCTURE LIMITED

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2025

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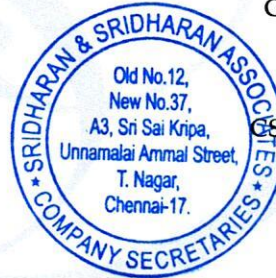
| | | | |
|----|---|---------------------------|---------------------|
| | <p>with the approval of board of directors of the listed entity.</p> <ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. | YES | - |
| 3. | <p><u>Maintenance and disclosures on Website</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. | YES YES YES | - - - |
| 4. | <p><u>Disqualification of Director</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p> | YES | - |
| 5. | <p><u>Details related to Subsidiaries of listed entities</u></p> <ul style="list-style-type: none"> Identification of material subsidiary companies. Requirements with respect to disclosure of material as well as other subsidiaries. | YES YES | - - |
| 6. | <p><u>Preservation of Documents</u></p> <p>The listed entity is preserving and maintaining records as prescribed</p> | | |



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|-----|--|-----|---|
| | Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | YES | |
| 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 Regulations by listed entities. | NA | |
| 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 : 5TH MAY, 2026

For SRIDHARAN & SRIDHARAN ASSOCIATES
COMPANY SECRETARIES



Srinidhi
CS SRINIDHI SRIDHARAN
FCS No. 12510
CP No. 17990
PR NO. 6333/2024
UIN: P2022TN093500
UDIN: F012510H000281438