

PREMIER ENERGY AND INFRASTRUCTURE LIMITED

**Regd. Office: 18/4, II Floor, Balaiah Avenue,
Mylapore, Chennai 600 004**

NOTICE IS HEREBY GIVEN THAT THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON SATURDAY THE 18TH DECEMBER 2010 AT 11.00 A.M. AT MINI HALL, NEWS WOODLANDS HOTEL, 72-75 DR. RADHAKRISHNAN SALAI, MYLAPORE, CHENNAI 600 004 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance sheet as at 30th June 2010 and the Profit and Loss account of the Company for the fifteen months' period ended 30th June 2010, together with the Directors' Report and the Auditors' report thereon.
2. To appoint a Director in the place of Sri R Ramakrishnan who retires by rotation and being eligible offers himself for re appointment.
3. To appoint an Auditor and fix their remuneration – M/s PKF Sridhar and Santhanam, Chartered Accountants, Chennai retire at the ensuing Annual General Meeting and they are eligible for re-appointment.

“RESOLVED THAT M/s PKF Sridhar and Santhanam, Chartered Accountants (Registration No.003990S) be and are hereby reappointed as Statutory Auditors of the company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the company.

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution

RESOLVED THAT Mr. Vathsala Ranganathan be and is hereby appointed as a Director of the company liable to retire by rotation of which notice has been received from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose the name of Mrs. Vathsala Ranganathan as a Director of the Company liable to retire by rotation.

2. To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution

RESOLVED THAT Mr. M Komariah be and is hereby appointed as a Director of the company liable to retire by rotation of which notice has been received from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose the name of Mr. M Komariah as a Director of the Company liable to retire by rotation.

3. To consider and if thought fit to pass with or without modification the following resolution as Special Resolution:

RESOVLED THAT pursuant to Section 295 of the Companies Act, 1956 and subject to the approval of such other authorities and the Central Government, consent of the Company be and is hereby accorded to the Board of Directors to give loan for an amount of Rs.50 Crores as per the terms and conditions as laid down in the agreement between the Company and M/s. Shriram Auto Finance, a Partnership Firm, in which Mrs. Vathsala Ranganathan, is a Partner and a Director of this Company.

Place: Chennai
Date: 15th November, 2010

By Order of the Board

K N NARAYANAN
DIRECTOR

NOTES:

1. The explanatory statement to section 173(2) of the companies act, 1956 in respect of the special business set out in item no. 4 to 6 are annexed hereto.
2. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. The proxy need not be a member of the company. Proxy to be valid shall be deposited with the company not later than 48 hours before the time of holding meeting.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 13th December to Saturday the 18th December 2010 (both days inclusive)
4. Members are requested to notify the change in address if any to Cameo Corporate Services Limited, Subramaniam Buildings, 1, Club House Road, Chennai 600 002, the Registrar and Share Transfer Agent on or before 15th December 2010 or to the Company at its Registered Office
5. Members are requested to bring their copies of Annual Report to the meeting. The attendance slips duly completed should be handed over at the entrance of the meeting hall.
6. As per clause 49 of the listing agreement with Stock Exchanges, the brief resume and expertise of the directors proposed for reappointment are furnished below along with detail of Companies in which they are directors and the Board Committee of which they are members.

Details of Directors seeking reappointment at the forthcoming Annual General Meeting (pursuant to Clause 49 (IV) (G) of the Listing Agreement

(i) Ms. Vathsala Ranganathan, Non Executive and Non-Independent Director

She is M.A (Economics) by qualification. She has more than 20 years of experience in Shriram Group of Companies in various capacities. She has headed the Shriram Group of Companies as President for around ten years. She has the experience of working at senior management levels and has worked for large financial services companies as well as engineering companies engaged in turnkey contracts and automobile ancillaries. She also holds directorships in various other unlisted companies.

She joined the Board on 29th October 2009.

Details of Shares held by Mrs. Vathsala Ranganathan: – Nil.

Details of other Directorships and other Committee Memberships in other Companies as on 30.06.2010:

Position	Company
Chairman	Nil
Director	Shriram EPC Ltd
	Ennore Coke Ltd
	Orient Green Power Company Limited
	Global Power Tech Equipments Limited
	Haldia Coke and Chemicals Limited
	Shriram Auto Finance
	Shriram Auto Finance LLP
	Bharat Coal Chemicals Limited

(ii) Mr. M. Komariah, Non Executive and Independent Director

He is a Civil Engineer by qualification. He has more than 20 years of experience in the Energy and Power business. He is also directors in several unlisted companies.

He joined the Board on 29th October 2009.

Details of Shares held by Mr. M Komariah: – Nil.

Details of other Directorships and other Committee Memberships in other Companies as on 30.06.2010:

Position	Company
Chairman	Nil
Managing Director	Shalivahana Green Energy Limited
	Shalivahana (MSW) Green Energy Limited
Director	Konarak Power Projects Limited
	Shalivahana Power Corporation Limited
	Minerva Power Corporation Limited
	Rake Power Limited
	Pallavi Power & Mines Limited
	Shalivahana (BIOMASS) Power Projects Limited
	Shalivahana Cement Industries Limited
	Sri Phulaya Mines Project Limited
	Sahara Housing fina Corporation Limited
	Shalivahana Power and Infra Ventures Limited

(iii) Mr. R Ramakrishnan, Director retiring by rotation:

He is B.Com, M.A (Economics) by qualification. He had joined Indian Express Group of Newspapers in 1965 and rose to become the Chief Executive. He was appointed as Sheriff of Madras in 1974-75. He was elected in Rajya Sabha as a member of Indian Parliament in 1980. And was member of several Parliamentary Committees including prestigious COPU (Committee of Public Undertakings, Joint Select committee of Chit Funds). He was a member of Press Council of India, Coffee Board of India for two years each. He was appointed to Rajaji Institute of Public Affairs and Administration of Governing Council Member by the President of India. He was Chairman of Sir C.P.Ramaswamy Aiyar Educational Trust and Madras Race Club. He is currently committee member of Madras Race Club and Bangalore Turf Club.

Position	Company
Chairman	Nil
Director	TVS Motor Company Ltd
	TVS Credit Services Ltd
	Ennore Coke Ltd
	Bharath Coal Chemicals Ltd.
	Haldia Coke & Chemicals Ltd
	Swetha Enterprises (P) Ltd
Committee Member	Madras Race Club
	PT TVS Motor Co. Indonesia

No of Shares held by Mr. R Ramakrishnan - 470 Shares

Annexure to the Notice

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE COMPANY AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM No. 4

Mrs. Vathsala Ranganathan was appointed as Additional Director at the Board Meeting held on 29th September, 2009. In terms of Section 260 of the Companies Act, 1956 she will hold office up to the date of the ensuing Annual General Meeting and is eligible for re-appointment.

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The Company has received a notice pursuant to Section 257 of the Companies Act, 1956 from a member along with a deposit of Rs.500/- signifying his intention to propose the name of Mrs. Vathsala Ranganathan as a director liable to retire at the ensuing Annual General Meeting.

Accordingly, the ordinary resolution set out under item No.4 of the notice is submitted for approval of the members.

Interest of Directors

Mrs. Vathsala Ranganathan is interested in the resolution. None of the other Directors is interested or concerned in this resolution.

Item No. 5

Mr. M Komariah was appointed as an Additional Director at the board meeting held on 29th September, 2009. In terms of Section 260 of the Companies Act, 1956 he will hold office up to the date of the ensuing Annual General Meeting and is eligible for re-appointment.

The Company has received a notice pursuant to Section 257 of the Companies Act, 1956 from a member along with a deposit of Rs.500/- signifying his intention to propose the name of Mr. M Komariah as a director liable to retire at the ensuing Annual General Meeting.

Accordingly, the ordinary resolution set out under item No. 5 of the notice is submitted for approval of the members.

Interest of Directors

Mr. M Komariah is interested in the resolution. None of the other Directors is interested or concerned in this resolution.

Item No. 6

Shriram Auto Finance (SAF), a partnership Firm engaged in the business of investing in shares and Mrs. Vathsala Ranganathan is one of the partners of SAF and she is also a Director in our Company.

M/s Shri Housing Private Ltd. (SHPL) is the main promoter of our Company holding 68.63% of the paid up capital. SHPL is held 100% by SAF and Mrs. Vathsala Ranganathan is one of the Partners.

The following is the present share holding of our company.

	No of Shares	% of holding
Shri Housing Private Ltd.	132725880	68.63%
Public	6274120	31.37%

The shareholding of SHPL is: 100 % held by SAF.

Mrs. Vathsala Ranganathan being a Director in our Company is also a partner in SAF and controlling 68.63% through SAF,.

As per Section 295 of the Companies Act, 1956, any loan given by our Company to SAF would attract the provisions of Section 295

As per the provisions of Section 295 no company without obtaining the previous approval of the Central Government in that behalf shall, directly or indirectly make any loan to or give any guarantee or provide any security in connection with a loan made by any other person to, or to any other person to any firm in which any such Director or relative is a partner.

Since the Company regularly has business transaction with SAF and also in the process of giving loans as and when needed in the course of business to SAF the company has to obtain approval of the shareholders under section 295 for giving loan to SAF.

As per the Agreement entered between SAF and the Company, the Company has to give loan for an amount of Rs. 50 Crores to SAF and hence Section 295 of the Companies Act is attracted and the Company has to get the prior approval of the Share Holders and the Central Government before giving such Loan.

Accordingly, a Special Resolution under Section 295 of the Companies Act is placed before the Share Holders for approval.

Mrs. Vathsala Ranganathan, being a Director in our Company and also a Partner in SAF is interested in this Resolution to the extent of Loan/Guarantee given to SAF.

No other Director of the Company is interested in this Resolution.

For and on behalf of the Board

K N Narayanan
Director

Chennai
15th November 2010

PREMIER ENERGY AND INFRASTRUCTURE LIMITED

Directors' Report

Your Directors have pleasure in presenting their Report together with the Audited Accounts for the Fifteen months period ended 30th June 2010.

The performance highlights of the Company for the year are summarized below:

Financial Results

	For the period ended 30.06.10	For the year ended 31.03.09
	(Rs. in Lacs)	(Rs. in Lacs)
Profit before Interest & Depreciation	181.82	147.23
Interest		56.67
Depreciation	13.08	35.27
Profit before Tax	168.74	55.29
Tax and Fringe Benefit Tax	34.02	26.79
Profit after Tax	134.72	28.50
Balance brought forward from previous year	175.42	146.92
Profit / -Loss Carried to Balance Sheet	310.14	175.42

Performance:

The Company has made an income of Rs.134.72 lacs as compared to Rs. 28.50 lacs during the previous year. Due to the recession in the Property Development sector the Company did not venture into new business this year. The Company is looking for new projects in the field of Power Sector for production of Electricity by both conventional and non-conventional methods and also the Company is venturing into infrastructure business.

RIGHTS ISSUE:

The Company has come out with a rights issue of one crore equity shares of 10% at a premium of Rs. 10/- per share aggregating to 20 crores. The rights issue was successfully completed and shares were allotted to the share holders.

EMAS ENGINEERS AND CONTRACTORS PVT LTD

During the year our company has invested an amount of Rs. 1850 lacs in Emas Engineers and Contractors Pvt Ltd, Chennai, by acquiring 60,24,050 Equity shares which represent 50.10% of Equity Share Capital of Emas. EMAS is engaged in the business of real estate development and contractor primarily having its operation in the state of Tamil Nadu, Karnataka and Andhra Pradesh. EMAS is an ISO 9001:2000 company certified by TUV agency. EMAS has executed various residential, industrial and commercial projects and has diversified work experience in the construction sector which includes Hospitality, Industrial, Commercial, Industrial, Educational and IT.

AMALGAMATION OF VALAGAM POWER PORJECTS LIMITED:

The Board of Directors at their meeting held on 25th June 2010 have approved a Scheme of Amalgamation under Section 391 and 394 of the Companies Act 1956 for the merger of Valagam Power Projects Pvt. Limited (Transferor Company) with Premier Energy and Infrastructure Ltd. (Transferee Company). The Company has made an application to Bombay Stock Exchange Ltd. for in-principle approval for the Scheme of Amalgamation. The Company is also in the process of submitting necessary Petition to Hon'ble High Court of Madras.

DIVIDENDS

Since the company has made only a marginal profit, your Directors have not recommended any Dividend for the year.

DIRECTORS

Mr. R Ramakrishnan, Director retires by rotation as per Article 121 of the Articles of Association of the Company and being eligible offers himself for re-appointment. A brief resume, expertise and details of other directorships of Mr. R Ramakrishnan, Director are provided in the Notice of the ensuing Annual General Meeting.

Mrs. Vathsala Ranganathan and Mr. M Komariah were appointed as Additional Director under section 260 of the Companies Act, 1956 at the Board Meeting held on 29th September 2009. In terms of Section 260 of the Companies Act, 1956, they will hold office up to the date of the ensuing Annual General Meeting.

Mr. M Narayanamurthi, Mr. A Sriram, Mr. T R Murali and Mr. S Jagannathan resigned from the Board during the year. The Board wishes to place on record the services rendered by Mr. M Narayanamurthi, Mr. A Sriram, Mr. T R Murali and Mr. S Jagannathan as a Directors of the Company.