

## Notice

Notice is hereby given that an Extra Ordinary General Meeting of Prajay Engineers Syndicate Limited will be held on Wednesday, the 8th day of March, 2017 at 3.00 P.M. at Prajay Corporate House, 1-10-63 & 64, Chikoti Gardens, Begumpet, Hyderabad – 500016 to transact the following business.

### SPECIAL BUSINESS:

1. To approve the appointment of Statutory Auditors and to authorise the board to fix their remuneration and for that purpose, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 & 142 of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, and as per the recommendations of Audit Committee, the consent of the shareholders be and is hereby accorded to the appointment of M/s. Karumanchi & Associates, Chartered Accountants, Hyderabad, bearing Firm Registration No. 001753S, who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013, to complete the audit of accounts of the Company for the financial year 2016-17 and to hold the office from the date of appointment at the board meeting held on 08.12.2016 till the conclusion of next Annual General Meeting of the Company."

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment, remuneration of the Statutory Auditors and out of pocket expenses as may be incurred by them during the course of Audit."

2. To fix minimum fees for serving various documents on members of the company and in this regard, to consider and if thought fit, to pass, with or without modifications(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the company may serve documents on its members, by sending the document(s) that he / she is entitled to receive as a member under the Act by post or by registered post or by speed post or by courier or such electronic or other mode as may be prescribed depending on event and circumstance of each case from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company or its duly constituted committee, be and is hereby authorized to decide, in respect of any advance request for sending documents in a particular mode of delivery by any member provide at least one week in advance of the dispatch of the document by the company along with requisite fee duly received by the company and that no such request shall be entertained by the company post dispatch of such documents by the company to the member, the charges payable for such delivery, as prescribed below for each mode of dispatch.

Sl.No.	Mode of Dispatch	Minimum rate per document at the minimum slab of the weight of the document in each category in Rs.	
		Within India	International
1.	Ordinary post	15	1.2 times of the actual charges in each case
2.	Registered post	100	
3.	Speed post	100	
4.	Courier	100	
5.	Electronic mail (email)	20	20

RESOLVED FURTHER THAT the board of directors of the company or its duly constituted committee, be and is hereby authorised to amend or alter such charges from time to time either keeping in view the change of charges as applicable to that mode or in any situation so warrants and to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. To keep Register and Index of Members at other place and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 94 read with Section 88 and 92 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, the consent of the members of the Company be and is hereby accorded to keep, maintain and preserve Register of Members and Index of Members of the Company, at the Office of Karvy Computershare Private Limited, Registrar and transfer Agent, situated at Karvy Selenium Tower B, Plot No.31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032, instead of keeping and maintaining the same at Registered Office of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To alter Articles of Association by inserting new Article relating inspection and copy of Register & Index of Members and Annual Return and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14, 94 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 & 16 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Articles of Association of the Company be and is hereby altered by inserting new Article No. 114-A as under after the existing Article No. 114 of the Articles of Association of the Company :-

**114-A : Inspection and copy of Register & Index of Members and Annual Return**

Notwithstanding anything contained in other Articles, the Register of Members and Index of Members as mentioned in Section 88 of the Companies Act, 2013 and copies of Annual Returns filed by the Company under Section 92 of the Companies Act, 2013, shall be open for inspection during business hours, at such reasonable time on every working day as the board may decide, by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of fee of Rs. 50/- for each inspection.

Any such member, debenture holder, other security holder or beneficial owner or any other person may require a copy of any such register or entries therein or return on payment of fee of Rs.10/- for each page. Such copy or entries or return shall be supplied within seven days of deposit of such fee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By order of the board of Directors  
**of Prajay Engineers Syndicate Limited**

Sd/-

D. Vijay Sen Reddy  
Chairman

Place: Hyderabad  
Date: 09.02.2017

**NOTES :**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 1-4 of the Notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.

3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution authority, as applicable together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 2.3.2017 (Thursday) to 8.3.2017 (Wednesday) both days inclusive.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Karvy Computershare Private Limited (KCPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to KCPL.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to KCPL.

7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or KCPL for assistance in this regard.
8. In case of joint holders attending the EGM, 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.
9. Members are requested to bring their copy of the notice with them at the EGM and also bring the attendance slip duly filled and signed and submit at the entrance of the venue.
10. Members, who hold shares in demat form are requested to bring their client Id & DP Id.Nos for easy identification of attendance at the meeting.
11. The route map showing directions to reach the venue of the EGM is annexed.
12. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / KCPL. Members are requested to provide their e-mail address through SMS along with DP ID/Client ID to +91 9949736675 / email at investorrelations@prajayengineers.com / einward.ris@karvy.com and ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
13. Members are requested to send all their communication relating to transfer, transmission, dividend, Demat etc. of shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at the following address:

**M/s Karvy Computershare Private limited**  
Unit: **Prajay Engineers Syndicate Limited**  
Karvy Selenium Tower B, Plot 31-32,  
Gachibowli Financial District,  
Nanakramguda, Hyderabad – 500 032.  
Tel. Nos.: 040-67161606  
Email Id: einward.ris@karvy.com

14. All documents referred to in the notice and explanatory statements are open for inspection at the Registered Office of the Company on all working days from 10.00 A.M. to 1.00 P.M. up to the date of the meeting.
15. Electronic copy of the EGM Notice along with the attendance slip and Proxy form is being sent to all the members whose email address are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

Members are entitled to receive the said EGM Notice in physical form upon sending a request in writing to the Company's registered office and / or sending an email to investorrelations@prajayengineers.com. Members whose email address is not registered, a physical copy of the said EGM Notice is being dispatched in the permitted mode.

16. Members may also note that the EGM Notice will also be available on the Company's website at [www.prajayengineers.com](http://www.prajayengineers.com) in a downloadable format.

#### **17. Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per Regulation 44 of SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members, facility to exercise their right to vote on the resolutions proposed to be considered at the EGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the EGM (remote e-voting). The remote e-voting facility is made available by Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited ('KCPL' or 'Karvy') and is available at the link <https://evoting.karvy.com>.

The facility for voting through ballot paper shall be made available at the EGM and the members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their vote again.

General Instructions :

- i. The e-voting period will commence from 9.00 A.M. on Saturday 4th March, 2017 and will end at 5.00 P.M. on Tuesday, 7th March, 2017.
  - ii. The persons who have become Members of the Company after the dispatch of the Notice and their names appear in the Register of Members/List of Beneficial owners as on the Cutoff date may contact the Registrar & Share Transfer Agent to obtain the Notice of EGM and the login id and password for casting vote electronically or may cast their vote through physical ballot at the EGM. The Cut-off date for the purpose of remote e-voting is Wednesday, the 1st day of March, 2017.
  - iii. Mr. D. Raghavendar Rao, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - iv. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs along with physical copy of the EGM Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants, are being forwarded the login ID and password for e-voting along with process, manner and instructions by email.
18. Once the vote on a resolution is cast by a shareholder, the Shareholder shall not be allowed to change it subsequently. Further, the Shareholders who have cast their vote electronically shall not be allowed to vote again at the EGM.
19. In case of members who are entitled to vote but have not exercised their right to vote by electronic means, the chairman may offer an opportunity to such members to vote at the meeting for all businesses specified in the accompanying notice. If a member casts votes by both the modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
20. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the meeting
21. The results declared along with the scrutinizers' report (s) will be available on the website of the company at [www.prajayengineers.com](http://www.prajayengineers.com) and on Karvy's website at <https://evoting.karvy.com> within two (2) days of passing of the resolutions and communication of the same be sent to the BSE Limited and NSE Limited.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No. 1**

M/s. Meenavalli & Associates, Chartered Accountants, Hyderabad have resigned on 05.12.2016 from the office of Statutory Auditors of the Company due to pre-occupations. A casual vacancy has arisen due to their resignation.

Pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and in order to complete the audit of the accounts of the company for the FY 2016-17 and based on the recommendations of the Audit Committee, the Board has appointed M/s. Karumanchi & Associates, Chartered Accountants, Hyderabad, (FRN: ICAI-001753S) as Statutory Auditors of the company at its board meeting held on 08.12.2016.

As per the provisions of the above section, in case a casual vacancy arises as a result of resignation of an existing auditor, the Board of Directors of the Company can fill up such casual vacancy within 30 days from such vacancy subject to the approval of shareholders within 3 months of the recommendation of the board of such appointment.

Therefore, the Board of Directors, recommends the Ordinary Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

### **Item No.2**

Section 20 of the Companies Act, 2013 which deals with service of documents, inter-alia, enables the company to dispatch any document to a member as per his preferred mode on receipt of specific request subject to deposit of such fee as determined by the members in the general meeting. Accordingly, consent of the members is sought for passing a resolution authorizing the board of directors to decide the fee payable as set out at item no. 2 of the notice on dispatch of document as per the choice of mode selected by any member of the company.

The board recommends the resolution for approval of the members in the best interest of the company. The rate indicated in the resolution is minimum rate per document at the minimum slab of the weight in the respective category of each mode of dispatch as mentioned thereat.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.



### Item No.3

Pursuant to the provisions of Section 94 of the Companies Act, 2013 and Rules made there under, the Register of Members and Index of Members required to be kept and maintained by the company under Section 88 and copies of the Annual Return filed by the Company under Section 92 shall be kept at the registered office of the company. Provided that such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance. In view of the above, it is proposed to authorize M/s Karvy Computershare Private Ltd, Registrar and Transfer Agent to maintain, preserve and authenticate Register of Members and Index of Members of the Company, at its office situated at Karvy Selenium Towers B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, instead of maintaining the same at Registered Office of the Company.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

### Item No. 4

Pursuant to the provisions of Section 94 of the Companies Act, 2013 and Rule 14 of the Companies (Management and Administration) Rules, 2014, the Register and Index of Members maintained pursuant to Section 88 and copies of Annual Returns prepared pursuant to Section 92 of the Act, shall be open for inspection during business hours, at such reasonable time on every working day as the board may decide, by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of such fee as may be specified in the Articles of Association of the Company but not exceeding Rs. 50/- (Fifty rupees) for each inspection.

For the purposes of this sub-rule, reasonable time of not less than two hours on every working day shall be considered by the company. Further, any such member, debenture holder, security holder or beneficial owner or any other person may require a copy of any such register or entries therein or return on payment of such fee as may be specified in the Articles of Association of the company but not exceeding ten rupees for each page. Such copy or entries or return shall be supplied within seven days of deposit of such fee.

For the aforesaid purpose, it is proposed to alter the Articles of Association of the Company by inserting a new Article No.114-A after the existing Article No. 114 in the Articles of Association related to inspection of registers and returns and fees for obtaining copies thereof by Members in terms of provisions of Section 94 of the Companies Act, 2013 and Rule 14 & 16 of the Companies (Management and Administration) Rules, 2014.

Pursuant to Section 14 of the Companies Act, 2013, the consent of the Members of the Company by way of a Special Resolution is required for alteration in Articles of Association of the Company.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

By order of the board of Directors  
of **Prajay Engineers Syndicate Limited**

Sd/-  
D. Vijay Sen Reddy  
Chairman

Place: Hyderabad  
Date: 09.02.2017

### Registered Office :

8-2-293/82/A, Plot No.1091,Road No.41,  
Near Peddamma Temple, Jubilee Hills, Hyderabad – 500033  
CIN : L45200AP1994PLC017384  
Email : [investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com) Website : [www.prajayengineers.com](http://www.prajayengineers.com)  
Phone : 040-66222999

Google Maps prajay corporate house, chikoti gardens, Begumpet, Hyderabad, Telangana



Rating  
★★★★★



**PRAJAY ENGINEERS SYNDICATE LIMITED**

CIN: L45200AP1994PLC017384

Regd. Office: 8-2-293/82/A, Plot No. 1091, Road No. 41, Near Peddamma Temple, Jubilee Hills, Hyderabad – 500 033  
Phone: (+91-40)66222999 Fax: (+91-40) 66222966 email:- investorrelations@prajayengineers.com; website: - www.prajayengineers.com

**ATTENDANCE SLIP**

**Extra Ordinary General Meeting, Wednesday, the 8<sup>th</sup> day of March, 2017 at 3.00 P.M**

Regd. Folio No.	
No. of Equity Shares held	

DP ID *	
Client ID*	

Name of share Holder	
Name of Proxy	

I / We hereby record my / our presence at the Extra Ordinary General Meeting of the Company being held on Wednesday, the 8<sup>th</sup> day of March, 2017 at 3.00 P.M. at Prajay Corporate House, 1-10-63 & 64, Chikoti Gardens, Begumpet, Hyderabad – 500 016 (TG).

**SIGNATURE OF THE MEMBER OR PROXY ATTENDING THE MEETING**

If Member, please sign here

If Proxy, please sign here

**Note:** To be signed and handed over at the entrance of the Meeting Venue

\*Applicable for investors holding shares in electronic form.



**PRAJAY ENGINEERS SYNDICATE LIMITED**

CIN: L45200AP1994PLC017384

Regd. Office: 8-2-293/82/A, Plot No. 1091, Road No. 41, Near Peddamma Temple, Jubilee Hills, Hyderabad – 500 033  
Phone: (+91-40)66222999 Fax: (+91-40) 66222966 email:- investorrelations@prajayengineers.com; website: - www.prajayengineers.com

**FORM No. MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Prajay Engineers Syndicate Limited  
Registered Office : 8-2-293/82/A, Plot No. 1091, Road No. 41,  
Near Peddamma Temple, Jubilee Hills, Hyderabad – 500 033

Name of the Members(s)	:	
Registered Address	:	

E-mail ID	:	
Folio No/Client ID	:	
DP ID	:	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failing him/her
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failing him/her
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, the 8<sup>th</sup> day of March, 2017 at 3.00 P.M. at Prajay Corporate House, 1-10-63 & 64, Chikoti Gardens, Begumpet, Hyderabad – 500 016 and at any adjournment thereof in respect of such resolutions as are indicated below:





Resolution No.	Resolutions	Vote**	
		For	Against
Special Business :			
1.	To approve the appointment of Statutory Auditors in casual vacancy for 2016-17and to authorise the Board to fix their remuneration.		
2.	To fix minimum fees for each mode for serving various documents on members of the company.		
3	To keep the Register and Index of the members at a different place other than the Registered Office of the Company		
4.	To alter the Articles of Association relating inspection and copy of Register & Index of Members and Annual Return		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Please  
Affix ₹ 1/-  
Revenue  
Stamp

Signature

**Notes:**

1. The proxy, duly completed in all respects, should be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the time fixed for holding the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \*\*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.