

PRAJAY

PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF PRAJAY ENGINEERS SYNDICATE LIMITED HELD ON WEDNESDAY, THE 8TH DAY OF MARCH, 2017 AT PRAJAY CORPORATE HOUSE, CHIKOTI GARDENS, BEGUMPET, HYDERABAD - 500 016 AT 3.00 P.M.

As per the attendance register 66 shareholders were present in person and 9 shareholders were present through proxy.

The following were also present at the meeting:

Directors:

- | | |
|---------------------------|------------------------------|
| 1. Sri D. Vijay Sen Reddy | Chairman & Managing Director |
| 2. Sri K. Ravi Kumar | Director - Technical |
| 3. Sri Sumit Sen | Director - Marketing & Sales |
| 4. Mrs. K. Padmaja | Independent Director |

Auditors:

- | | |
|-----------------------|---|
| 1. Sri K. Peddabbai | Partner - Karumanchi & Associates, Stat. Auditors |
| 2. Sri P. Konda Reddy | Secretarial Auditor |

In attendance:

- | | |
|-------------------------|--------------------------|
| 1. Sri P. Bhaskara Rao | GM-Fin. - Accounts & CFO |
| 2. Ms. D. Madhavi Latha | Company Secretary |

1. The meeting was chaired by Mr. D. Vijay Sen Reddy at 3.00 P.M. and thereafter he welcomed the shareholders to the Extra Ordinary General Meeting of the Company. After being confirmed by the Company Secretary about the presence of quorum, the chairman called the meeting to order.
2. While inviting directors on the dais, the chairman informed the members that Mr. Vijay Kishore Mishra, Mr. N. Nageshwara Rao, Mr. M. Raja Gopala Reddy and Mr. S.K. Rudresh, Directors could not attend the meeting due to personal obligations and expressed their inability to attend the meeting over phone and granted them leave of absence.
3. Chairman informed the members that the Register of Directors & Key Management Personnel, Register of Members, Proxy Register were kept open at the venue of the EGM and would be made accessible to the members throughout the meeting.
4. The Chairman gave an overview of the financial performance of the company for the 9 months ended 31.12.2016 and its' future outlook in his speech.

Prajay Engineers Syndicate Limited

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www.prajayengineers.com

CIN: L45200161994PLC017384

5. The chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the relevant rules; the company has provided electronic voting facility to the members of the Company in respect of the business being transacted at the Extra Ordinary General Meeting. The e-voting period commenced on 04.03.2017 at 9.00 A.M. and ended on 07.03.2017 at 5.00 P.M. The cut-off date for determining the members who are entitled to vote through e-voting as well as at the meeting was 01.03.2017.
6. The Chairman also informed the members about the Ballot papers for voting at the EGM to enable those shareholders holding shares as on the cut-off date and who have not cast their votes through e-voting.
7. The Chairman further informed the members that members who have cast vote through e-voting shall not be entitled to cast their vote again and if at all done, it shall be invalid.
8. The Chairman informed the members about the appointment of Mr. D. Raghavendar Rao, Practicing Company Secretary as the Scrutinizer for scrutinizing the process of e-voting and ballot voting in a fair and transparent manner.
9. The chairman then took up the agenda items in order for the approval of the shareholders by poll through ballot. With the permission of shareholders, the Notice of the EGM was taken as read.

SPECIAL BUSINESS:

Item no. 1: To approve the appointment of Statutory Auditors and to authorise the board to fix their remuneration and in this regard to pass the following resolution as an Ordinary Resolution:

Proposed by Mr. Kamal Kishore Jhawar (IN300239-11608345) and seconded by Mr. Narendra Kumar Jain (IN301022-20306732).

Item no. 2: To fix minimum fees for serving various documents on members of the company and in this regard to pass the following resolution as an Ordinary Resolution:

Proposed by Mr. L. Srinivasu (IN302863-10026472) and seconded by Ms. Najmunnisa Begum (IN300020-10213067).

Item no. 3: To keep Register and Index of Members at other place other than the Registered Office of the company and in this regard to pass the following resolution as a Special Resolution:

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Proposed by Mr. Yadagiri Navathu (1203810000100100) and seconded by Mr. P. Sunder Raja (1205450000103119).

Item no. 4: To alter the Articles of Association by inserting new Article relating Inspection and copy of Register & Index of Members and Annual Return and in this regard to pass the following resolution as a Special Resolution:

Proposed by Mr. Shujath Ali Khan (IN301637-41252082) and seconded by Mr. Md. Abdul Nayeem (1203500000047251).

10. The chairman, thereafter, invited queries, clarifications, views or suggestions from the shareholders, on the Agenda items. Some shareholders sought clarification on the launching of new Projects; company's strategies on utilization of the land bank of the company; some shareholders requested to re-consider the minimum rates mentioned in the resolution no. 2 at the coming Annual General Meeting of the Company; some sought explanation for the necessity to alter the Articles of Association of the Company and some shareholders appreciated the management's efforts in running the company efficiently.

All the queries / clarifications were answered to the satisfaction of the shareholders and the suggestion were noted by the management.


11. Thereafter, the Chairman informed the members that the poll is started and requested the scrutinizor to conduct the voting process. Mr. D. Raghavendra Rao, Scrutinizer, conducted the entire voting process in a fair and transparent manner.

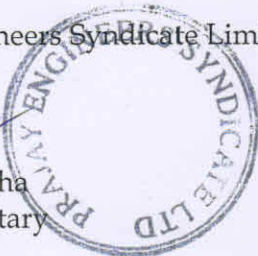
12. Thereafter the chairman informed the members that the combined results of e-voting and ballot will be notified to the Stock Exchanges and will also be posted on the company's website not later than 2 days of the conclusion of the meeting.

13. Thereafter, the meeting concluded with a vote of thanks to the Chairman, Directors and shareholders present at the meeting at 6.22 P.M.

Thanking you,

Yours truly,
For Prajay Engineers Syndicate Limited


D. Madhavi Latha
Company Secretary



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