

NOTICE

NOTICE is hereby given that the 24th (Twenty Fourth) Annual General Meeting of the Members of Prajay Engineers Syndicate Limited ("the Company") will be held on Saturday, the 29th day of September, 2018, at 3.00 P.M., at 1-10-63 & 64, 5th Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500 016, Telangana, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the report of the Board of Directors and Statutory Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the report of Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Kumar Kutikalapudi (holding DIN 02789546), who retires by rotation, and being eligible offers himself for re-appointment.
3. To ratify the appointment Statutory Auditors and to fix their remuneration and in this regard, to consider, and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in terms of Section 139 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (as may be amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Karumanchi & Associates (ICAI Firm Registration No: 00175S), Chartered Accountants, as Statutory Auditors of the Company, be and hereby ratified from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting, on such remuneration as may be agreed upon by or between the Board of Directors and the Auditors, in addition to the reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution."

SPECIAL BUSINESS:

4. **Regularisation of Appointment of Mr. Dantapalli Rohit Reddy, as a Director of the Company**

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

"RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013, ("the Act") and Rules made there under (as may be amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee of the Company, the consent of the members of the company be and is hereby accorded to appoint Mr. Dantapalli Rohit Reddy (holding DIN:07560450), (whose term of office as an Additional Director of the Company expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing his candidature for the office of Director of the Company), as a Director of the Company".

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, things and matters as may be required and necessary for giving effect to the aforesaid resolutions including filing of necessary forms if any with the Registrar of Companies."

5. **To approve the appointment of Mr. Dantapalli Rohit Reddy as Managing Director of the Company**

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

"RESOLVED THAT subject to the provisions of Sections 196 and 203 read with Schedule V to the Act, and all other applicable sections and provisions of the Companies Act, 2013, and Rules made there under (as may be

amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Article 88 of the Articles of Association of the Company the members of the such modification and conditions, if any, consent of the members of the company be and is hereby accorded for the appointment of Mr. Dantapalli Rohit Reddy (holding DIN: 07560450), as Managing Director of the Company for a period of 3 years w.e.f. from 15th November, 2017.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, things and matters as may be required and necessary for giving effect to the aforesaid resolutions including filing of necessary forms if any with the Registrar of Companies.”

6. Appointment of Mr. Raghavender Reddy Marpadaga, as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149 and 150, of the Companies Act, 2013 (“the Act”) read with Schedule IV, and other applicable provisions of the Act if any, and rules made thereunder, and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee of the Company, the members of the Company be and are hereby accord their consent to appoint Mr. Raghavender Reddy Marpadaga (holding DIN: 06936544), (whose term of office as an Additional Director (under Non-Executive Independent category) of the Company expires at this Annual General Meeting and in respect of whom Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director), as an Independent Director of the Company not liable to retire by rotation, and to hold office for a term of 5 consecutive years from the date of this annual general meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, things and matters as may be required and necessary for giving effect to the aforesaid resolutions including filing of necessary forms if any with the Registrar of Companies.”

7. Issue of Warrants (“Warrants”) Convertible into Equity shares on preferential basis

To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of section 62 (1)(c), Section 42 and other applicable provisions if any of the Companies Act, 2013 and rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, (the “Takeover Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), amendments thereto as in force, and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”) (“SEBI Regulations”), and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”), and enabling provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and subject to all other applicable laws, rules, regulations, circulars and guidelines and subject to such necessary approvals, consents, permissions and/or sanctions of the Government of India (including any statutory modification or reenactment thereof, for the time being in force) and other applicable laws, and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee, constituted/to be constituted and authorised by the Board to exercise its powers including the powers conferred by this Resolution) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the Company be and is hereby accorded to Board and the Board be and is hereby authorised to offer, issue, allot and deliver upto

69,93,578 (Sixty Nine Lakhs Ninety Three Thousand Five Hundred and Seventy Eight) convertible warrants of face value of Rs. 10/- each in one or more tranches to the following identified persons of promoter group ("Warrant Holders"), at a price of Rs. 11/- per Warrant (Rupees Eleven Only) including premium, or at such higher price as may be arrived at in accordance with the guidelines for Preferential Issue contained in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations") exercisable into equal number of Equity Shares of face value of Rs. 10/- each, on Preferential basis.

List of Identified Persons of Promoter Group.

Sl. No	Name of the proposed Allottees	Nature of persons who are ultimate beneficial owner	No of convertible warrants to be allotted	Category: Promoter/ Non-promoter	Allottee is : QIB/MF/FI/ Trust/Banks
1	Mr. Dantapalli Rohit Reddy	Individual	3496789	Promoter - PAC	Not Applicable
2	Ms. Dantapalli Sarojini Reddy	Individual	3496789	Promoter - PAC	Not Applicable
	TOTAL		6993578		

"RESOLVED FURTHER THAT said Warrants shall be converted within a period not exceeding 18 (eighteen) months from the date of allotment of the Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant guidelines as may be prevailing at the time of allotment of shares, and that the Warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 69,93,578 (Sixty Nine Lakhs Ninety Three Thousand Five Hundred and Seventy Eight) Equity Shares of Rs. 10/- each fully paid-up."

"RESOLVED FURTHER THAT the Convertible Warrants on Preferential basis shall be issued by the Company on the following terms and conditions:

- (a) An amount equivalent to 25 percent of the Warrant Issue Price shall be payable at the time of subscription and allotment of each warrant and the balance 75 percent of the Warrant Issue Price shall be payable by the warrant holder(s) on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares.
- (b) In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of the Equity Shares to be issued upon exercise of Warrants in terms hereof shall be 30th August, 2018, being the date 30 days prior to this General Meeting.
- (c) The Warrant holder(s) shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (eighteen) months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs.10/- each to the Warrant holders.
- (d) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- (e) In the event, the Warrant holders do not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant holder(s) on such Warrants shall stand forfeited by the Company.
- (f) That the Warrants do not give any rights/entitlements to the Warrant holders as a shareholder of the Company.
- (g) The Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted to the Warrant holder(s) upon exercise of Warrants are received from the relevant stock exchanges in accordance with the ICDR Regulations and SEBI LODR Regulations.
- (h) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

- (i) The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter VII of the ICDR Regulations from time to time.
- (j) In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to determine the terms and conditions of the issue including face value, quantity, issue price (Including Price range), manner of calls etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the Company and to approach SEBI and/or any other competent authority to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the said Special Resolution under section. 62 and other applicable provisions of the Companies Act, 2013 the Board of Directors of the Company are hereby Authorised to take such steps and to do all such acts, deeds, matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions/instructions as may be necessary to settle any question or difficulty for the offer/issue and allotment of Equity Shares in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal/regulatory body, to be most beneficial to the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof for the powers conferred upon it by this resolution, to any individual so authorised by the Board.”

“RESOLVED FURTHER THAT Board of Directors be and are hereby to enter execute all such deeds, arrangements, agreements documents, instruments and writings for giving effect to the aforesaid resolutions including filing of necessary documents, intimations including filing of requisite, e-forms with regulatory authorities.

8. Approval for payment of fee to Non-Executive Director(s) of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013, and Rules made there under, read with relevant schedule(s) if any (as may be amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members of the company be and are hereby accord their consent for the payment fee (including professional fee for expert/professional services in the relevant area) to Non-Executive Director(s) (other than the Whole-time Director(s)/Managing Director), as may be determined by the Board of Directors of the Company from time to time, not exceeding an amount of Rs.2,00,000/- (Rupees Two Lakhs Only) per such director per month, in addition to the fees for attending the meetings of the Board and/ or Committee(s) thereof.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, things and matters as may be required and necessary for giving effect to the aforesaid resolutions including filing of necessary forms if any with the Registrar of Companies.”

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

Sd/-

Dantapalli Rohit Reddy
Chairman, Managing Director & CEO
DIN:07560450

Place : Hyderabad
Date : 29.08.2018

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company.
2. The instrument of proxy in order to be effective should be deposited at the registered office of the Company in a duly completed and signed form, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported duly certified copy of the board resolution/authority, as applicable, issued by the member organization.

Pursuant to the provisions of the Companies Act, 2013 and Rules made there under viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Members/Proxies should bring attendance slips duly filled in and signed for attending.

3. Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business is enclosed to this notice as **Annexure-I** to the Notice.
4. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the directors proposed to be appointed/re-appointed is given in the **Annexure-II** to the Notice.
5. The register of members and share transfer books of the company will remain closed from Friday, the 21st September, 2018 to Saturday, the 29th September, 2018 (both days inclusive) for the purpose of the 24th Annual General Meeting of the company.
6. All communications in respect of the demat, share transfers and change in their registered address may be communicated to our Registrar and Share Transfer Agent (RTA) at M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana. Members whose shareholdings are in dematerialized form are requested to notify changes if any, with respect to the address, email ID's, etc. to the depository participant to update the same. Members, who are holding Company's shares in physical form, please contact our RTA to update your address, email-IDs etc.
7. In view of the Securities Exchange Board of India (SEBI) Vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, we take the opportunity to request all the shareholders, including members holding share in physical form to update their Permanent Account Number (PAN) with our RTA before 19th October, 2018, and in view of the SEBI Circular, SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, we would also like to inform all the shareholders that it is mandatory to convert physical shares into demat mode on or before 5th December, 2018. Members can contact the Company or Karvy Computershare Private Limited for assistance in this regard.
8. In case of joint holders attending the AGM, 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. Electronic copy of annual report which includes the notice of the Annual General Meeting along with Attendance Slip and Proxy Form, is being sent to all the Members whose email addresses are registered with the Company/depository participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website under the weblink: www.prajayengineers.com/investors
9. 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 along with DP ID/Client ID through email to investorrelations@prajayengineers.com (or) 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.

10. Members are requested to bring their copy of the Annual Report with them at the AGM and also bring the attendance slip duly filled and signed and submit at the entrance of the venue. As a measure of economy and to support to green initiative of Ministry of Corporate Affairs, copies of the annual report will not be distributed at the Annual General Meeting.
11. Members, who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31st March, 2018 send their request(s) at least 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.
12. The route map showing directions to reach the venue of the 24th Annual General Meeting is annexed to the notice.
13. All the 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.
14. Members are entitled to receive the said Annual Report & 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 Annual Report and Notice is being dispatched in the permitted mode.
15. **Voting through electronic means:**
 - a) In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide its members the facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided through Central Depository Services Limited (CDSL), e-voting platform and the items of business as detailed in this notice may be transacted through remote e-voting.
 - b) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date Thursday 20th September, 2018 only shall be entitled to exercise the voting right (either through remote-voting or at poll AGM).
 - c) A person who is not a member as on the cut-off date should treat this notice for information purpose only.
 - d) It may be noted that availing the remote E-voting facility is optional. The ballot shall also be made available at the AGM. The members attending AGM but have not cast their vote by Remote E-voting may exercise their right at the meeting. The members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - e) The e-voting period will commence from 9.00 A.M. on Wednesday, 26th September, 2018 and will end at 5.00 P.M. on Friday, 28th September, 2018.
 - f) The persons who have become Members of the Company after the dispatch of the Notice and Annual Report and their names appear in the Register of Members/List of Beneficial owners as on the Cut-off date may contact the Registrars & Share Transfer Agents to obtain the Notice of AGM and the login id and password for casting vote electronically or may cast their vote through physical ballot at the AGM. The Cut-off date for the purpose of remote e-voting is Thursday, the 20th September, 2018.
 - g) Mr. M. Ramana Reddy, Practising Company Secretary, Hyderabad, has been appointed as the Scrutinizer to scrutinize the e-voting process and poll through ballot at the AGM in a fair and transparent manner.
 - h) 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 Annual Report. 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.
 - i) Once the vote on a resolution is cast by a shareholder, the Shareholders 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 AGM.

- j) 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.
- k) The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses who is 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.

16. The instructions for shareholders voting electronically are as under:

- i) The shareholders should log on to the e-voting website www.evotingindia.com.
- ii) Click on Shareholders.
- iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant (i.e., **Prajay Engineers Syndicate Limited**) on which you choose to vote.

- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Sd/-

Dantapalli Rohit Reddy,
Chairman, Managing Director & CEO
DIN:07560450

Place : Hyderabad
Date : 29.08.2018

Annexure - I

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item Nos. 4 and 5

Considering the vast experience of Mr. Dantapalli Rohit Reddy, as Project Co-ordinator of the Company and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company (The Board) appointed him as an Additional Director with effect from 26th October, 2017. Subject to the approval of members in the Annual General Meeting (AGM) the Board also appointed as Managing Director of the Company for a period of 3 years with effect from 15th November, 2017. As an Additional Director, he holds office till the date of the ensuing AGM. Hence, in terms of the applicable provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mr. Dantapalli Rohit Reddy as Director of the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") signifying his intention to propose the appointment of Mr. Dantapalli Rohit Reddy as a Director of the Company.

Pursuant to the Provisions of Section 196 of the Companies Act, 2013, Mr. Dantapalli Rohit Reddy's appointment as Managing Director has to be approved by requires the approval of members of the company in the general meeting.

The terms of appointment as approved by the Nomination and Remuneration Committee and the Board (subject to the approval of theMembers) are as below:

1. Term of Office

Three years commencing from 15th November, 2017.

2. Remuneration: Nil

3. Termination

This appointment may be terminated by any party herein, by giving to the other party, a six months notice in writing.

The Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board of Directors/ committee of Directors.

This may be treated as written memorandum pursuant to section 190 of the Companies Act, 2013, setting out the terms of appointment.

In the opinion of the Board of Directors and Nomination and Remuneration Committee, Mr. Dantapalli Rohit Reddy knowledge and experience will be of immense value to the Company. Hence, the Board, therefore, recommends the Resolutions as set out at Item Nos. 4 & 5 for the approval of members of the company as **Ordinary Resolutions**.

Except Mr. Dantapalli Rohit Reddy, being an appointee and his relatives, none of the Directors and their relatives are concerned or interested, financially or otherwise, in these resolutions.

Item No. 6

The Board of Directors appointed Mr. Raghavender Reddy Marpadaga, as an Additional Director under Independent Category with effect from 14th November, 2017. He holds office till the date of ensuing Annual General Meeting and is eligible for being appointed as an Independent Director.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") signifying his intention to propose the appointment of Mr.Raghavender Reddy Marpadaga, as an Independent Director of the Company. The Company has also received a declaration from Mr.Raghavender Reddy Marpadaga, confirming that he meets the criteria of Independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further Nomination and Remuneration Committee recommended the appointment of Mr.Raghavender Reddy Marpadaga, as an Independent Director.

Mr.Raghavender Reddy Marpadaga is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Raghavender Reddy Marpadaga, fulfils the conditions for his appointment as an independent Director, as specified in the Act and the Listing Regulations and he is independent of the management

Hence, the Board, therefore, recommends resolution as set out under **Item No. 6** for the approval of members as an **Ordinary Resolution**.

A copy of the draft letter of appointment for Independent Director, setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the registered office of the company during the business hours on any working day and is also available on the website of the company – prajayengineers.com, under weblink: www.prajayengineers.com/investors

Mr. Raghavender Reddy Marpadaga and his relatives be deemed to be concerned or interested in **Item No.6** as it relates to his appointment as a Director of the Company. None of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested financially or otherwise in the Resolution mentioned at **Item No. 6** of the accompanying Notice.

Item No.7

In order to meet long-term funding requirements of the Company, the Board at its meeting held on 29th August, 2018 has accorded its approval for raising funds through preferential issue by issuing up to 69,93,578 (Sixty Nine Lakh Ninety Three Thousand Five Hundred and Seventy Eight) warrants ("Warrants") at a price being not less than the price determined in accordance with the guidelines for Preferential Issue contained in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, exercisable into equal number of Equity Shares of face value of Rs. 10/- each of the Company on a preferential basis to entities/persons mentioned in Point (vi).

Pursuant to provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ("Act"), any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. Salient features of preferential issue of warrants are given in the Resolution. Further, in terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("ICDR Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

i. Purposes and the Objects of the issue through preferential offer:

The object of the issue is to meet the funds so raised shall fulfil the additional fund requirements for retiring the existing debts of the company, working capital requirements and for other approved corporate purposes of the Company.

ii. Total Number of Securities to be issued:

Subject to approval of members in the AGM by way of special resolution and subject to applicable law, it is proposed to issue 69,93,578 (Sixty Nine Lakh Ninety Three Thousand Five Hundred and Seventy Eight) Warrants which are convertible/exercisable into equal number of fully paid equity shares having face value of Rs.10/- (Rupees Ten) each of the Company on preferential basis to the identified persons of the promoter group as stated under Point No. (xiii) below.

iii. Particulars of the offer: The proposed issue is on preferential basis

iv. Date of passing of Board resolution: 29th August, 2018

v. Kinds of Securities: Warrants convertible/exercisable into equal number of fully paid equity shares having face value of Rs.10/- (Rupees Ten) each of the Company on preferential basis.

vi. Amount which the company intends to raise by way of such securities:

By way of issue of 6993578 (Sixty Nine Lakh Ninety Three Thousand Five Hundred and Seventy Eight) Warrants, at a price of Rs. 11/- per share (Rupees Eleven Only) including premium, or such higher price as may be arrived at in accordance with the guidelines for Preferential Issue contained in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2009, (SEBI ICDR Regulations), Company intends to raise a minimum amount aggregating to Rs. 7,69,29,358/- (Rupees Seven Crore Sixth Nine Lakhs Twenty Nine Thousand Three Hundred and Fifty Eight only).

vii Proposal of the promoters, directors or key management persons to subscribe to the Preferential Issue:

Mr. Dantapalli Rohit Reddy, Director & Promoter, and Ms Dantapalli Sarojini Reddy Promoter of the company has intended to subscribe to the Warrants (69,93,578 Warrants) proposed to be issued. Apart from Mr. Dantapalli Rohit Reddy, Director & Promoter, and Ms Dantapalli Sarojini Reddy Promoter none of the promoters, directors or key managerial personnel intends to subscribe in the preferential issue.

viii The intention of the Promoters/Directors/ Key Management Personnel to subscribe to the offer:

Promoters/Directors/Key Management Personnel do not intend to subscribe the offer except Mr. Dantapalli Rohit Reddy, Director & Promoter, and Ms Dantapalli Sarojini Reddy Promoter of the Company, who intends to subscribe to the preferential offer to the extent mentioned in Point (vi) & (xiii).

ix. Relevant Date:

As per the ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of the Equity Shares to be issued upon exercise of Warrants in terms hereof shall be 30th August, 2018, being the date 30 days prior to this Annual General Meeting.

x. Basis on which the price has been arrived at along with report of the registered valuer and name and address of valuer who performs valuation:

Since, the Company is a listed Company, price is/will be based and in accordance with the provisions of the Chapter VII of the ICDR Regulations. Hence the, valuation report from Registered Valuer is **Not Applicable**. Accordingly name and address of valuer : **Not Applicable**

xi. Pricing of Preferential Issue:

The pricing of the Warrants to be allotted on preferential basis will be the price, which is not lower than the price determined in accordance with the Chapter VII of the ICDR Regulations.

The ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or
- The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the provisions of the Chapter VII of the ICDR Regulations.

xii. The class or classes of the persons to whom the allotment is proposed to be made.

The allotment is proposed to be made to the identified persons of promoter group (i.e. immediate relatives of promoter(s) shareholders as listed under **Point No.xiii** below.

xiii. The Identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:

Sl. No.	Identity of proposed Allottes	Category (Promoter and Non-promoter)	Natural Persons who are the ultimate beneficial owners	Pre-Issue share holding	No of Warrants to be allotted	Post-issue share holding on exercise of warrants
1.	Mr. Dantapalli Rohit Reddy	Promoter - Individual	N.A	Nil	3496789	3496789
2.	Ms. Dantapalli Sarojini Reddy	Promoter - Individual	N.A	Nil	3496789	3496789
			Total		6993578	6993578

* Assuming full conversion of warrants.

xiv. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Not applicable as company has not made any allotment on preferential basis during the year, other than the proposed issue.

xv. Shareholding Pattern before and after the preferential issue.

S No	Category	Pre-Warrants Issue		Post-Warrants Issue	
		No of Shares	% Holding	No of Shares	% Holding
A	Promoters Holding				
1	Indian				
	Individuals (Promoter or Promoter Group)	22312782	31.90	*29306360	38.10
	Bodies-Corporate	675236	0.97	675236	0.88
2	Foreign Promoters	0	0.00	0	0.00
	Sub Total A	22988018	32.87	29981596	38.97
					0.00
B	Non-Promoter Holding				0.00
1	Institutional Investors	1000	0.00	1000	0.00
2	Non-Institutional Shareholding		0.00		0.00
	Private Corporate Bodies	9778119	13.98	9778119	12.71
	Directors and Relatives	1519193	2.17	1519193	1.97
	Indian Public	27885651	39.87	27885651	36.25
	Other (Including NRI's)		0.00		0.00
	Non Resident Indians	6391630	9.14	6391630	8.31
	HUF	1117055	1.60	1117055	1.45
	NRI (Non-Repatriable)	211592	0.30	211592	0.28
	Clearing Members	28833	0.04	28833	0.04
	NBFC	13200	0.02	13200	0.02
	Trusts	1500	0.00	1500	0.00
	Sub Total B	46947773	67.13	46947773	61.03
	Grand Total	69935791	100.00	76929369	100.00

* Assuming full conversion of warrants.

xvi. Timeline within which the allotment shall be completed:-

As required under the ICDR Regulations, the preferential issue of Warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the Shareholders. Provided that where the allotment is pending on account of any approval from any Regulatory Authority/ Body the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

xvii. Change in control:

There will neither be any further change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

xviii. Disclosure with regard to the name of the Company, its promoter or any of its directors are not appearing in the list of wilful defaulter as issued by RBI:

Neither the Company's name nor any of its promoters or director's name is appearing in the list of wilful defaulters categorized by any bank or financial institution or consortium thereof.

xix. Lock-in requirements:

The Warrants and Equity Shares to be allotted on exercise thereof shall be subject to lock-in as per the ICDR Regulations. The entire pre-preferential allotment shareholding of the above allottees shall also be locked-in as per the Regulation 78 of the ICDR Regulations.

xx. Auditors' Certificate:

The Statutory Auditors' certificate certifying that the above issue of Warrants is being made in accordance with the ICDR Regulations, shall be placed before the Shareholders of the Company at the Annual General Meeting of the Company and shall also be available for inspection by the members at the Registered Office of the company during the business hours on any working days.

xxi. Material terms and other terms of Warrants:

- a) An amount equivalent to 25 percent of the Warrant Issue Price shall be payable at the time of subscription and allotment of each warrant and the balance 75 percent of the Warrant Issue Price shall be payable by the warrant holder(s) on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Share.
- b) The Warrant holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18(eighteen) months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs.10/- each to the Warrant holders.
- c) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI LODR Regulations, and the Securities Contracts (Regulation) Rules, 1957.
- d) In the event, the Warrant holders do not exercise the Warrants within a period of 18(eighteen) months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant holder(s) on such Warrants shall stand forfeited by the Company.
- e) The Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted to the Warrant holder(s) upon exercise of Warrants are received from the relevant stock exchanges in accordance with the ICDR Regulations and SEBI LODR Regulations.
- f) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company
- g) The tenure of the convertible securities of the issuer shall not exceed 18 (Eighteen) months from the date of their allotment.

xxii. Undertakings

As required under the ICDR Regulations the Company hereby undertakes that,

- (a) It shall re-compute the price of the Warrants or Equity Shares to be issued on conversion of Warrants in terms of the ICDR Regulations, where it is required to do so.
- (b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Warrants/ Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to applicable provisions of Companies Act, 2013 and Chapter VII of the SEBI Regulations. Your Directors, therefore, recommend the resolution for your approval.

The Company has not made any preferential issue of securities in this financial year, other than the proposed issuances as stated in this notice. The proposed allottees have not sold any equity shares of the Company during the six months preceding the Relevant Date.

The proposed allottees have not subscribed to any Warrants during the last one year. Further, it is hereby confirmed that neither the Company nor any of its Promoters or Directors are willful defaulter.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company are, in anyway, concerned or interested, financially or otherwise, in the above resolution except Mr.Dantapalli Rohit Reddy, Managing Director & Promoter, and Ms. Dantapalli Sarojini Reddy, Promoter of the Company

The Board recommends the resolution for approval of the members as a **Special Resolution**.

Item No.8

As per the Regulation 17(6) payment of any fee/compensation to Non-Executive Directors other than the sitting fee for attending the board and/or committee meetings require approval of shareholder by way of resolution if your company wish to avail the services of the Non-executive Director(s).

Hence, the approval of Shareholders is sought for the resolution as set out in the Item No.8 by way of ordinary resolution

Except the Non-Executive Directors (and their relatives). None of the Director/Key Managerial Personnel of the Company, or their relatives interested in this Resolution. The

Board recommends Resolution as set out under Item No.8 of accompanying notice of the ensuing annual general meeting for your approval as an **Ordinary Resolution**.

By Order of the Board
For **Prajay Engineers Syndicate Limited**

Place : Hyderabad
Date : 29.08.2018

Sd/-
Dantapalli Rohit Reddy,
Chairman, Managing Director & CEO
DIN:07560450

Annexure - II

Information in respect of Director(s) seeking appointment/re-appointment as required under SEBI (LODR) Regulations, 2015.

I. Name of the Director	Mr. Dantapalli Rohit Reddy
Date of Appointment including terms and conditions of appointment	He was appointed as an Additional Director in the Board meeting of the Company held on 26 th October, 2017 and also appointed as Managing Director w.e.f 15 th November, 2017.
Date of first appointment on the Board	26.10.2017
Date of Birth	21.05.1992
Expertise in Specific Functional areas and Experience	Mr. Dantapalli Rohit Reddy is a Graduate of Civil Engineering from Pennsylvania State University. He oversees the progress of the construction work at all project sites in coordination with the project team. Being a Project Co-ordinator, he has experience in co-coordinating, leading and controlling the project activities, and implementing production, productivity, quality, and customer-service standards, and also having experience in resolving operational problems, and identifying work process improvements.
Educational Qualification	Mr. Dantapalli Rohit Reddy is a Graduate of Civil Engineering from Pennsylvania State University.
Directorships in other Companies	None
Membership/Chairmanships of committees of Other Boards (other than the Company)	None
Details of Remuneration sought to be paid and the remuneration last drawn by such person	None
Shareholding in the Company as on 31 st March, 2018	None
Relationship between Directors inter-se/ Manager and KMPs	None
Number of Meetings of the Board attended during the year	Two Board Meetings
II. Name of the Director	Mr. Ravi Kumar Kutikalapudi
Date of Appointment including terms and conditions of appointment	He was Originally appointed on the Board of the Company on 1 st February, 2009, and he was retired by rotation and being eligible reappointed as director in the Annual General Meeting held on 30 th Day of September, 2014.
Date of first appointment on the Board	26.10.2017
Date of Birth	06.02.1953
Expertise in Specific Functional areas and Experience	Technical expertise in construction and the adoption of progressive building practices.
Educational Qualification	Mr. Ravi Kumar Kutikalapudi is a Master of Technology and a Civil Engineer.
Directorships in other Companies	None
Membership/Chairmanships of committees of Other Boards (other than the Company)	None
Details of Remuneration sought to be paid and the remuneration last drawn by such person	None
Share holding in the Company as on 31 st March, 2018	50000
Relationship between Directors inter-se/ Manager and KMPs	None
Number of Meetings of the Board attended during the year	Seven Board Meetings

III. Name of the Director	Mr. Raghavender Reddy Marpadaga
Date of Appointment including terms and conditions of appointment	He was appointed as an Additional Director (Independent Category) in the Board meeting of the Company held on 14 th November, 2017
Date of first appointment on the Board	14.11.2017
Date of Birth	24.02.1972
Expertise in Specific Functional areas and Experience	Having an expertise in Project Management
Educational Qualification	Mr. Raghavender Reddy Marpadaga is Graduate of Science and Holds Masters Degree in Project Management
Directorships in other Companies	1
Membership/Chairmanships of committees of Other Boards (other than the Company)	None
Details of Remuneration sought to be paid and the remuneration last drawn by such person	None (except Sitting Fees)
Share holding in the Company as on 31 st March, 2018	42890
Relationship between Directors inter-se/ Manager and KMPs	None
Number of Meetings of the Board attended during the year	One Board Meeting

By Order of the Board
For **Prajay Engineers Syndicate Limited**

Place : Hyderabad
Date : 29.08.2018

Sd/-
Dantapalli Rohit Reddy,
Chairman, Managing Director & CEO
DIN:07560450

ROUTE MAP FOR 24TH ANNUAL GENERAL MEETING





Reminder to the Shareholders

To,
Prajay Engineers Syndicate Limited
 8-2-293/82/A/1091-A, Road No. 41,
 Near Peddamma Temple, Jubilee Hills,
 Hyderabad – 500033.

UPDATION OF SHAREHOLDER INFORMATION

I/We request to record the following against our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN/ Registration No.: * (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

**Self attested copy of the document(s) enclosed*

Bank Details:

IFSC: (11 digit)	MICR: (9 digit)
Bank A/c Type:	Bank A/c No.: *
Name of the Bank:	
Bank Branch Address:	

**A blank cancelled cheque is enclosed to enable verification of bank details*

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place:

Date:

Signature of Sole/ First holder



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PRAJAY

PRAJAY ENGINEERS SYNDICATE LIMITED

CIN: L45200TG1994PLC017384

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

24th Annual General Meeting, Saturday the 29th day of September, 2018 at 3.00 P.M.

(To be presented at the entrance)

Regd. Folio/		DP ID*	
Shares held		Client ID	

Name of Share Holder	
Name of Proxy	

I hereby certify that I am registered shareholder/proxy/ representatives of the registered shareholder (s) of Prajay Engineers Syndicate Limited.

I hereby record my presence at the 24th Annual General Meeting to be held on Saturday, the 29th day of September, 2018 at 3.00 P.M. at 1-10-63 & 64, 5th Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad-500016, Telangana.

SIGNATURE OF THE MEMBER / PROXY :

If Member, please sign here

If Proxy, please sign here

Note:

1) To be signed at the time of handing over the slip.

*Members are requested to register their names atleast 15 minutes prior to be commencement of the Meeting.

PRAJAY

PRAJAY ENGINEERS SYNDICATE LIMITED

CIN: L45200TG1994PLC017384

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 Member(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:

1 Name : _____
Address : _____

E-mail id of failing him : _____ Signature : _____
failing him/her

2 Name : _____
Address : _____

E-mail id of failing him : _____ Signature : _____
failing him/her

3 Name : _____
Address : _____

E-mail id of failing him : _____ Signature : _____
failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our at the 24th Annual General Meeting of the Company to be held on Saturday, the 29th day of September, 2018 at 3.00 P.M. at 1-10-63 & 64, 5th Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad- 500016, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

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S. No	Resolutions	Vote**	
		For	Against
ORDINARY BUSINESS:			
1	To adopt Audited Financial Statements of the Company – both Standalone and Consolidated for the year ended 31.03.2018.		
2	To re-appoint of Mr. K Ravi Kumar as Director who is liable to retire by rotation.		
3	To ratify of M/s. Karumanchi & Associates as Statutory Auditors till the conclusion of 27th Annual General Meeting and authorise the board to fix their remuneration.		
SPECIAL BUSINESS:			
4.	Regularisation of Appointment of Mr. Dantapalli Rohit Reddy, as Director of the Company.		
5.	To approve the appointment of Mr. Dantapalli Rohit Reddy as Managing Director of the Company.		
6.	Appointment of Mr. Raghavender Reddy Marpadaga, as an Independent Director of the Company.		
7.	Issue of Warrants ("Warrants") Convertible into Equity Shares on Preferential basis.		
8.	Approval for Payment of fees to Non-Executive Directors of the Company.		

Signed this _____ day of _____ 2018

Signature of the Share holder: _____

Signature of the Proxy holder(s)

Note:

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 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 the 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 the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



PRAJAY

PRAJAY ENGINEERS SYNDICATE LIMITED

CIN: L45200TG1994PLC017384

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-12

Polling Paper

Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014.

Name of the Company	
Registered Address	
Ballot Paper	
Name of the First Named Shareholder	
Postal Address	
Folio No/ Client Id & DP Id	
Class of shares	

I hereby exercise my vote in respect of Ordinary / Special resolutions enumerated to be considered in 24th Annual General Meeting of the Company to be held on Saturday, the 29th day of September, 2018 at 3.00 P.M. at 1-10-63 & 64, 5th Floor , Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad- 500016, Telangana, by recording my assent or dissent to the said resolutions in the following manner:

S.No.	Item No.	No. of Shares held by me	I Assent to the Resolution	I Dissent to the Resolution
1	To adopt Audited Financial Statements of the Company – both Standalone and Consolidated for the year ended 31.03.2018.			
2	To re-appoint of Mr. K Ravi Kumar as Director who is liable to retire by rotation.			
3	To ratify of M/s. Karumanchi & Associates as Statutory Auditors till the conclusion of 27th Annual General Meeting and authorise the board to fix their remuneration.			
4.	Regularisation of Appointment of Mr. Rohit Reddy, as Director of the Company.			
5.	To approve the appointment of Mr. Dantapalli Rohit Reddy as Managing Director of the Company.			
6.	Appointment of Mr. Raghavender Reddy Marpadaga, as an Independent Director of the Company.			
7.	Issue of warrants ("Warrants") Convertible into Equity Shares on Preferential basis.			
8.	Approval for Payment of fees to Non-Executive Directors of the Company.			

Place:

Date:

(Signature of the Shareholder)



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