

**Prajay Engineers Syndicate Limited**  
**[CIN: L45200TG1994PLC017384]**

**Regd. Off.:** 1-10-63 & 64, 5<sup>th</sup>Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana  
Email:investorrelations@prajayengineers.com Website: www.prajayengineers.com

**Notice of the Twenty Sixth Annual General Meeting**

**NOTICE** is hereby given that the 26<sup>th</sup> (Twenty Sixth) Annual General Meeting of the Members of Prajay Engineers Syndicate Limited ("the Company") will be held on Wednesday, the 30<sup>th</sup> day of December, 2020, at 4:00 P.M. (IST), through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") at the Registered Office Address of the company situated at 1-10-63 & 64, 5<sup>th</sup>Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016, 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 31<sup>st</sup> March, 2020, together with the reports of the Board of Directors and Statutory Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020, together with the report of Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Kumar Kutikalapudi, (DIN:02789546) who retires by rotation, and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Appointment of Ms. Dwithiya Raghavan, as an Independent Woman 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 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 and Board of Directors of the Company, the members of the Company be and hereby accord their consent to appoint Ms. Dwithiya Raghavan (holding DIN:0008985302), and in respect of whom Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, as an Independent Woman Director of the Company not liable to retire by rotation, to hold office for a term of 5 consecutive years from 30 December, 2020 to 29 December, 2025"

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized 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 Vijaysen Reddy**  
Chairman & Managing Director (DIN: 00291185)

Place : Hyderabad  
Date :04.12.2020

**NOTES FOR MEMBERS:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India)Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.prajayengineers.com>. The AGM Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
9. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date i.e. Wednesday, 23 December, 2020.
10. The e-voting commences on Sunday, 27December, 2020 at 09.00 hrs. (IST) and ends on Tuesday, 29 December, 2020 at 17.00hrs. (IST). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Wednesday, 23 December, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any person who is not a member on the cut-off date should treat this notice for information purposes only.
11. In accordance with, the General Circular No. 20/2020 dated 5 May 2020 issued by MCA and Circular No. SEBI/ HO/CFD/ CMD1/CIR/P/2020/79 dated 12 May 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report for the FY 2019-20(financial statements including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith) such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the company/RTA or the Depository Participant(s).
12. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.prajayengineers.com](http://www.prajayengineers.com), on the website of the Stock Exchanges viz., BSE sLimited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e., the conduct of AGM through VC/ OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA, and other matters as may be required.
13. The shareholders can opt for only one mode of voting i.e., remote e-voting or venue voting through VC/OAVM at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at AGM will not be considered.

14. CS M Ramana Reddy (CoP No. 18415), Practicing Company Secretary, Hyderabad, has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
15. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance, i.e., from December 14, 2020 (9.00 a.m. IST) to December 19, 2020 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@prajayengineers.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance, i.e., December 14, 2020 (9.00 a.m. IST) to December 19, 2020 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@prajayengineers.com. These queries shall be replied suitably by the Company at the meeting or by e-mail.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict.

16. The Register of Members and share transfer books of the company will remain closed from Thursday, 24 December, 2020 to Wednesday, 30 December, 2020 (both days inclusive) for the purpose of the 26<sup>th</sup> AGM of the company
17. To support the 'Green Initiative' Members holding shares in physical mode and who have not updated their email addresses are requested to update their email addresses with Registrar & Share Transfer Agent (R&STA) at rta@cilsecurities.com by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them along with the copy of the signed request letter mentioning the name and address of the Member, in support of the address of the Member.
18. Members holding shares in dematerialized mode are requested to register or update their email addresses with the relevant Depository Participants.
19. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form with the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers dematerialization and change in the address of the members may be communicated to the RTA.
20. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
21. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**  
During the month of July, 2019 pursuant to the directions of the IEPF Authority, the company has transferred the 34103 (Thirty-four Thousand One Hundred and Three Only) equity shares in respect of which the dividend has not been claimed for seven consecutive years. The members can claim the transfer of such shares from IEPF in accordance with the procedure and on submission of the documents as prescribed from time to time. Additionally, the details have also been uploaded on the website of the Company.
16. Retirement of Directors by rotation: Mr. Ravi Kumar Kutikalapudi, (DIN:02789546) who retires by rotation, and being eligible offers himself for reappointment. The Board of Directors recommend the reappointment of Mr. Ravi Kumar Kutikalapudi, Director, whose office is liable to retire by rotation.
17. Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 and all other applicable provisions and rules made thereunder, M/s. Karumanchi & Associates, Chartered Accountants, Hyderabad, had been appointed by the Shareholders of the Company in the 23<sup>rd</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017, for a period of 4 years i.e. from the conclusion of 23<sup>rd</sup> AGM to till the conclusion of 27<sup>th</sup> AGM, subject to the ratification by the shareholders at every AGM during their tenure. In accordance with Section 40 of the Companies Amendment Act 2013, the requirement for ratification of appointment of Statutory Auditor at every AGM has been dispensed with. However, the shareholders of the Company have ratified the remaining term of Statutory Auditors in the AGM held on 29<sup>th</sup> September, 2018.

## E-VOTING

### CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No.20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

### INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on Sunday, December 27, 2020 at 09.00 hrs. and ends on Tuesday, December 29, 2020 at 17.00 hrs. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 23 December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

### For Members holding shares in Demat Form and Physical Form

<b>PAN</b>	Enter your 10 – digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
<b>Dividend Bank Details or Date of Birth(DOB)</b>	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. 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 (vi).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 DSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant Company, i.e., Prajay Engineers Syndicate Limited on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login pass word then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING ON THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to the Company at [investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com)
2. For Demat shareholders -, please provide Demat account details (CDSL – 16 digit beneficiary ID or NSDL – 16 digit DPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR(self-attested scanned copy of Aadhaar Card) to [the Company at investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com).
3. The company shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM:**

1. Shareholders shall be provided facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are advised to join the Meeting through Laptops / IPads for better experience.
3. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or Tablets or through Laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance, i.e., from December 14, 2020 (9.00 a.m. IST) to December 19, 2020 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number to [investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance, i.e., December 14, 2020 (9.00 a.m. IST) to December 19, 2020 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number to [investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com). These queries shall be replied suitably by the Company at the meeting or by e-mail.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such

shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non- individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India )Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**C. General Instructions:**

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Wednesday, December 23, 2020.
- ii. The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting and during AGM shall, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company [www.prajayengineers.com](http://www.prajayengineers.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- iii. The voting result shall be announced by the Chairman or any other person authorized by him within two days of the conclusion of the AGM.

By order of the board of Directors  
of **Prajay Engineers Syndicate Limited**  
Sd/-

**Dantapalli Vijaysen Reddy**  
Chairman & Managing Director (DIN: 00291185)

Place : Hyderabad

Date :04.12.2020

**Information to the members at a glance:**

Particulars	Details
Date of AGM	Wednesday, the 30 <sup>th</sup> day of December, 2020
Time of AGM	04:00 p.m. (IST)
Mode of conducting AGM	Video Conferencing (VC) and Other Audio-Visual Means (OAVM)
Book closure date	Thursday, 24 December, 2020 to Wednesday, 30 December, 2020(both days inclusive)
Cut-off date for e-voting	Wednesday, 23 December, 2020.
E-voting start time and date	Sunday, 27 December, 2020 at 09.00hrs. (IST)
E-voting end time and date	Tuesday, 29 December, 2020 at 17.00hrs. (IST)
Address of the Registered office & contact details of the company	1-10-63 & 64, 5 <sup>th</sup> Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana. Tel: +91-40-66255566, Email: <a href="mailto:Investorrelations@prajayengineers.com">Investorrelations@prajayengineers.com</a> Website: <a href="http://www.prajayengineers.com">www.prajayengineers.com</a>
Name, address and contact details of Registrar and Share Transfer Agent (RTA)	Venture Capital & Corporate Investments Private Limited. 12-10-167, Bharat Nagar, Hyderabad - 500018, Telangana Tel: +91 040-23818475/23818476/23868023 email-Id: <a href="mailto:info@vccilindia.com">info@vccilindia.com</a>

## Annexure – I

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

#### Item No. 3

Pursuant to the provisions of Section 149 and other applicable provisions of The Companies Act, 2013 with respect to and tenure of the Independent Directors, an Independent Director shall not be liable to retire by rotation, and shall hold office for a term up to Five Consecutive Years on the Board of a company. The Board of Directors of the company (Based on the recommendation of Nomination and Remuneration Committee) has recommended the appointment of Ms. Dwithiya Raghavan, as Director under Independent – Woman Category. She holds office till the date of ensuing Annual General Meeting and is eligible for being appointed as Woman Independent Director.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 (the “Act”) from a member signifying his intention to propose the appointment of Ms. Dwithiya Raghavan as Woman Independent Director of the Company. The Company has also received a declaration from Ms. Dwithiya Raghavan confirming that she 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 Ms. Dwithiya Raghavans, as a Woman Independent Director.

Ms. Dwithiya Raghavan has given declaration that she meets the criteria of independence as provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Dwithiya Raghavan, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Ms. Dwithiya Raghavan fulfils the conditions for her appointment as a Woman independent Director, as specified in the Act and the Listing Regulations and she is independent of the management

Hence, the Board of Directors therefore, recommends resolution as set out under **Item No. 3** 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](http://prajayengineers.com), under weblink: [www.prajayengineers.com/istakeholders](http://www.prajayengineers.com/istakeholders)

Ms. Dwithiya Raghavan and her relatives be deemed to be concerned or interested in **Item No.3** as it relates to her 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. 3** of the accompanying Notice.

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

Sd/-

**Dantapalli Vijaysen Reddy**  
Chairman & Managing Director (DIN: 00291185)

Place : Hyderabad

Date :04.12.2020

**Annexure - II**

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

<b>I. Name of the Director</b>	<b>Mr. Ravi Kumar Kutikalapudi</b>
Date of Appointment including terms and conditions of appointment	He was Originally appointed on the Board of the Company on 1st February, 2009, and he was retired by rotation and being eligible reappointed as director in the Annual General Meeting held on 30 <sup>th</sup> Day of September, 2018.
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	Master of Technology and 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
Shareholding in the Company as on 31 <sup>st</sup> March, 2020	50000
Relationship between Directors inter-se/ Manager and KMPs	None
Number of Meetings of the Board attended during the year	5

<b>II. Name of the Director</b>	<b>Ms. Dwithiya Raghavan</b>
Date of Appointment including terms and conditions of appointment	30.12.2020
Date of first appointment on the Board	None
Date of Birth	17.09.1986
Expertise in Specific Functional areas and Experience	More than 11years' experience as Chartered Accountant and Development Professional
Educational Qualification	Chartered Accountant
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	NA
Shareholding in the Company as on 31 <sup>st</sup> March, 2020	NIL
Relationship between Directors inter-se/ Manager and KMPs	None
Number of Meetings of the Board attended during the year	None

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

Sd/-

**Dantapalli Vijaysen Reddy**  
Chairman & Managing Director (DIN: 00291185)

Place : Hyderabad  
Date :04.12.2020