

Prajay Engineers Syndicate Limited
[CIN: L45200TG1994PLC017384]

Regd. Off.: 1-10-63 & 64, 5thFloor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana
Email: investorrelations@prajayengineers.com, Website: www.prajayengineers.com

Notice of the Thirty Second Annual General Meeting

NOTICE is hereby given that the 32nd (Thirty Second) Annual General Meeting of the Members of Prajay Engineers Syndicate Limited ("the Company") will be held on Tuesday, the 29th day of September, 2026, at 5:30 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, 5thFloor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the audited Financial Statement of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2026 and the Report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

- a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."
- b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2026, and the report of Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. To appoint Mr. Ravi Kumar Kutikalapudi, (DIN:02789546) who retires by rotation as a director and in this regards to consider and if thought fit, to pass the following resolution as a Special resolution

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and in terms of Regulation 17(1A) of the 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), Mr. Ravi Kumar Kutikalapudi, (DIN:02789546), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:

3. **Appointment of Statutory Auditors of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Sections 139, 141 & 142 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of Audit Committee, M/s. R B Associates, Chartered Accountants, Hyderabad, bearing Firm Registration No. 009112S, who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013, be and are hereby appointed as Statutory Auditors of the Company for a Term of 5 years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 37nd Annual General Meeting of the company;

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

"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."

4. **Appointment of Secretarial Auditors of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereto), and Regulation 24A of Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including circulars issued thereunder, M/s. G P Reddy & Associates, Company Secretaries, Hyderabad be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 (Five) consecutive financial years i.e., from the FY 2026-27 to FY 2030-31 to undertake Secretarial Audit for each of the said years at such remuneration as may be decided by the Board of Directors from time to time and on such terms and conditions as detailed in the Explanatory Statement hereto."

"RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including remuneration, and to do all other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

5. To approve the Related Party Transactions

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014 and any statutory modification(s) or re-enactments thereof for the time being in force and pursuant to provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other approvals, permissions and sanctions as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company (the "Board") for the related party transaction(s) and terms as mentioned in the explanatory statement for the financial year 2025-26 with "Prajay Holdings Private Limited (Subsidiary company), Prajay Developers Private Limited (Step-down Subsidiary), Prajay Properties Private Limited (Associate Company), Prajay Retail Properties Private Limited (Subsidiary Company), Secunderabad Golf And Leisure Resorts Private Limited (Subsidiary Company), and Other related parties within the meaning of the act, and SEBI Listing Regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation /renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/pay monies or to perform all other obligations in terms of such arrangements/transaction/ contracts, and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient;

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite E-forms with Ministry of Corporate Affairs or submission of documents with any other Regulatory authority including Stock Exchanges for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.."

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

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

**Place: Hyderabad
Date: 05.09.2026**

NOTES FOR MEMBERS:

1. This Annual General Meeting is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, including the latest General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), read with SEBI Master Circular No. HO/49/14/14(7)2025-CFDPD2/I/3762/2026 dated January 30, 2026 ("SEBI Circular"), and other applicable circulars, notifications, statutory modifications or reenactments thereof, as amended from time to time, has permitted companies to convene their Annual General Meetings ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of Members at a common venue.
2. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not attached to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of items of special business is annexed hereto.
4. 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.
5. 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.
6. 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.
7. Since the AGM will be held through VC/OAVM, the deemed venue for the AGM shall be the Registered Office of the Company.
8. 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. Tuesday, 22 September, 2026.
9. The e-voting commences on Saturday, 26 September, 2026 at 09.00hrs. (IST) and ends on Monday, 28 September, 2026 at 17.00 hrs. (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. Tuesday, 22 September, 2026 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.
10. In line with the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and SEBI the Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at www.prajayengineers.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at <https://www.bseindia.com> and NSE Limited at <https://www.nseindia.com> respectively. The Notice and Annual Report is also available on the website of e-voting agency CDSL at www.evotingindia.com. The Annual Report for the financial year ended March 31, 2026 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

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.

11. 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.
12. CMA P Chandra Sekhara Reddy (M.No.31360), M/s PCR & Associates, Practicing Cost Accountants, Hyderabad, has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
13. 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 September 15, 2026 (9.00 a.m. IST) to September 20, 2026 (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., from September 15, 2026 (9.00 a.m. IST) to September 20, 2026 (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.

14. The Register of Members and share transfer books of the company will remain closed from Wednesday, 23 September, 2026 to Tuesday, 29 September, 2026 (both days inclusive) for the purpose of the 32nd AGM of the company
15. 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 info@vcciplindia.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.
16. Members holding shares in dematerialized mode are requested to register or update their email addresses with the relevant Depository Participants.
17. 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.
18. Retirement of Directors by rotation: Mr. Ravi Kumar Kutikalapudi, (DIN:02789546), Director who retires by rotation, and being eligible offers himself for reappointment. The Board of Directors recommends the reappointment of: Mr. Ravi Kumar Kutikalapudi, (DIN:02789546), Director, whose office is liable to retire by rotation.
19. Pursuant to the provisions of Sections 139, 141 & 142 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of Audit Committee, M/s. RB Associates, Chartered Accountants, Hyderabad, bearing Firm Registration No. 009112S, who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013, are proposed to be appointed as Statutory Auditors of the Company for a Term of 5 years, to hold office from the conclusion of 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the company in place of the outgoing auditors who have completed their two terms

E-VOTING

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

1. As you are aware, the general meetings of the companies are being conducted as pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, including the latest General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), read with SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026 ("SEBI Circular"), and other applicable circulars, notifications, statutory modifications or reenactments thereof, as amended from time to time, which allows the companies to hold the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM 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, May 05, 2020 and read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and other relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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's 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 EGM/AGM will be provided by CDSL.
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 EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include 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. who 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 ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. 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/EGM. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.prajayengineers.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, including the latest General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), read with SEBI Master Circular No. HO/49/14/14(7)2025-CFDPD2/I/3762/2026 dated January 30, 2026 ("SEBI Circular"), and other applicable circulars, notifications, statutory modifications or reenactments thereof, as amended from time to time.

CDSL e-Voting System – For Remote e-voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, 26 September, 2026 at 09.00 hrs. (IST) and ends on Monday, 28 September, 2026 at 17.00hrs. (IST). 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., Tuesday, 22 September, 2026 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 at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. . 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e- Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 4) For OTP based login you can click on https:// eservices.nsdl.com/Secureweb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 – 4886 7000 and 022 – 2499 7000
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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit 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.
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. • 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

C. General Instructions:

- 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 Monday, 22 September, 2026
- The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting and during AGM shall, not later than 2 working days 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 and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- The voting result shall be announced by the Chairman or any other person authorized by him within 2 working days of the conclusion of the AGM.

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

Place: Hyderabad
Date: 05.09.2026

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

Information to the members at a glance:

Particulars	Details
Date of AGM	Tuesday, the 29 th day of September, 2026
Time of AGM	05:30 p.m. (IST)
Mode of conducting AGM	Video Conferencing (VC) and Other Audio-Visual Means (OAVM)
Book closure date	Wednesday, 23 September, 2026 to Tuesday, 29 September, 2026 (both days inclusive)
Cut-off date for e-voting	Tuesday, 22 September, 2026
E-voting start time and date	Saturday, 26 September, 2026 at 09.00 hrs. (IST)
E-voting end time and date	Monday, 28 September, 2026 at 17.00 hrs. (IST)
E-voting service provider	Central Depository Services (India) Limited (CDSL)
CDSL helpdesk	E helpdesk.evoting@cdslindia.com Toll-free: 1800 22 55 33
Address of the Registered office & contact details of the company	1-10-63 & 64, 5 th Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana. Tel: +91-40-66255566, Email: Investorrelations@prajayengineers.com Website: www.prajayengineers.com
Name, address and contact details of Registrar and Share Transfer Agent (RTA)	Venture Capital & Corporate Investments Private Limited. “AURUM”, 4th & 5th Floors, Plot No.57, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500032 Landline: 040-23818475/35164940 email-Id: info@vcciplindia.com

Annexure - I

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

Item No.3

The members may note that M/s. Karumanchi & Associates, Chartered Accountants, Hyderabad has completed two terms as Statutory Auditors of the Company and under Auditor Rotation, new auditors are required to be appointed. The Board of Directors place on record their appreciation for the valuable services rendered by M/s. Karumanchi & Associates, Chartered Accountants, Hyderabad as the Statutory Auditors of the Company.

In compliance of provisions of Companies Act, 2013 and Rules made thereunder with respect to the appointment of the Statutory Auditors of the company, the Board of directors in their meeting held on 05/09/2026 with recommendation of Audit Committee has recommended the appointment of M/s. R B Associates, Chartered Accountants, Hyderabad, bearing Firm Registration No. 009112S., Chartered Accountants as statutory auditor of the company for a period of 05(Five) Years from the conclusion of this 32nd AGM of the company till the conclusion of 37th AGM of the company to be held in the year 2031..

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

The fee proposed to be paid M/s. R B Associates, Chartered Accountants, Hyderabad, bearing Firm Registration No. 009112S towards statutory audit is INR 6,00,000.00 (Six Lakh only) for each Financial year plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above, and will be decided by the management in consultation with the Statutory Auditors.

The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

Material change in the proposed fee for the auditor from that paid to the outgoing auditor: NIL

The Audit Committee and the Board of Directors, while recommending the appointment of M/s. R B Associates, Chartered Accountants, Hyderabad, bearing Firm Registration No. 009112S, as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act. The Firm has a valid Peer Review certificate.

None of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, whether financially or otherwise, in the said resolution.

In view of the aforesaid, the Board recommends the ordinary resolution set out at Item No. 3 for approval of the Members.

Item No. 4

Pursuant to the recent amendment to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), which came into effect from 1st April 2025, the appointment of Secretarial Auditor(s) is now required to be approved by the shareholders at the Annual General Meeting of the Company.

The Board of Directors, at its meeting held on 05/09/2026, based on the recommendation of the Audit Committee, has approved the appointment of M/s. G P Reddy & Associates, Company Secretaries, Hyderabad, as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from the financial year 2025-26, at a remuneration as may be mutually agreed between the Board and the Auditor for the financial year.

The firm holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India. , M/s. G P Reddy & Associates, Company Secretaries, Hyderabad, CP No 19168,, is a fellow member of the Institute of Company Secretaries of India, have wide experience in the field of Corporate Laws, Securities Laws, and Allied Laws. M/s. G P Reddy & Associates, Practicing Company Secretaries, have confirmed that they are eligible for appointment as Secretarial Auditors, are free from any disqualifications, are working independently and maintaining arm's length relationship with the Company. Besides the secretarial audit, the Company would also obtain certifications from the Secretarial Auditor under various statutory regulations and certifications required by clients, banks, statutory authorities and other permissible services in compliance with regulation 24A(1B) of SEBI LODR Regulations read with SEBI circulars as may be issued in this regard, as required from time to time. None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way,

In view of the aforesaid, the Board recommends the ordinary resolution set out at Item No. 4 for approval of the Members.

None of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, whether financially or otherwise, in the said resolution

Item No. 5

Your Company is primarily engaged in the business of development and sale of residential, commercial and retail properties. Some of the businesses are being operated through subsidiaries, joint ventures, associates, etc. The funding obligations of such entities are partially met out of the Company's cash flows.

In addition, thereto, the Company is also required to provide security(ies) and corporate guarantee(s) to secure the borrowings and other facilities being availed by subsidiary(ies)/joint venture(s)/associate(s). In certain cases, such subsidiaries/joint ventures/associates have also extended security of their movable and/ or immovable assets to secure the borrowings/financial assistance availed by the Company.

In addition to the above, certain other transactions such as leasing, management services, building maintenance services, sale/purchase of material, transfer of rights, construction costs, etc. are also entered into by the Company.

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all material related party contracts or arrangements (in excess of 10% of consolidated turnover of the Company as per the last audited financial statements) shall be placed for the approval of the shareholders by way of resolution except transactions with 100% owned subsidiary(ies) whose accounts are consolidated with the Company and are placed before the shareholders for approval.

The Company has existing contracts or arrangements with Subsidiaries, Associates and related parties as detailed in Form AOC 2 (attachment to the Directors' Report) and at Note No. 34B to stand alone audited financial statements. As these are ongoing transactions, it is difficult to specifically assess the total value of such transactions at this stage, however, it is expected that the aggregate value of all such transactions together would be approx. Rs.200 crores on an annual basis for the entire duration of such contracts/arrangements. These would include both sums payable from the Company to these related party entities and vice-versa.

Going forward and in the ordinary course of business, the Company may enter into new transactions of similar nature i.e. lending, providing and receiving corporate guarantee(s) and security(ies) for existing/ new credit facility(ies), leasing, management service(s), building maintenance service(s), sale/ purchase of material, transfer of right(s), construction cost(s), etc., with the aforesaid related party entities, which may exceed the materiality threshold by an amount not exceeding an aggregate value of Rs. 1000 crores individually and/or collectively. A significant proportion of this amount would comprise providing/availing of corporate guarantee(s) and/or security(ies).

Since some of the above transactions are not fixed for any particular term, it is not possible for the Company to ascribe an explicit monetary value to such transactions. However, approval of the Audit Committee and/or Board, wherever required, shall be obtained in terms of the provisions of the Companies Act, 2013 and Listing Agreement/Regulations.

Name of the Related Party Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended to date, and as per SEBI Listing Regulations particulars of the transaction, etc., are as under:

Name of the Related Party	Prajay Holdings Private Limited	Prajay Developers Private Limited	Prajay Properties Private Limited	Secunderbad Golf & Resorts Private Limited	Prajay Retail Properties Private Limited
Nature of relationship;	Subsidiary	Step-down Subsidiary	Associate	Wholly-owned Subsidiary	Wholly-owned Subsidiary
Nature, Type, material terms and particulars of the proposed transaction	Funding obligations of such entities, security(ies) and corporate guarantee, leasing, management services, building maintenance services, sale/purchase of material, transfer of rights,	Funding obligations of such entities, security(ies) and corporate guarantee, leasing, management services, building maintenance services, sale/purchase of material, transfer of rights,	Funding obligations of such entities, security(ies) and corporate guarantee, leasing, management services, building maintenance services, sale/purchase of material, transfer of rights,	Funding obligations of such entities, security(ies) and corporate guarantee, leasing, management services, building maintenance services, sale/purchase of material, transfer of rights,	Funding obligations of such entities, security(ies) and corporate guarantee, leasing, management services, building maintenance services, sale/purchase of material, transfer of rights,

	construction costs, etc.	construction costs, etc.	construction costs, etc.	construction costs, etc.	construction costs, etc.
Tenure of the proposed transaction	Ongoing	Ongoing	Ongoing	Ongoing	Ongoing
Value of proposed transaction	Upto Limit of Rs.1000 Crores	Upto Limit of Rs.1000 Crores	Upto Limit of Rs.1000 Crores	Upto Limit of Rs.1000 Crores	Upto Limit of Rs.1000 Crores
Justification as to why the RPT is in the interest of the listed entity	Businesses are being operated through subsidiaries, joint ventures, associates, etc	Businesses are being operated through subsidiaries, joint ventures, associates, etc	Businesses are being operated through subsidiaries, joint ventures, associates, etc	Businesses are being operated through subsidiaries, joint ventures, associates, etc	Businesses are being operated through subsidiaries, joint ventures, associates, etc
A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Name of the director or key managerial personnel who is related, if any;	None	None	None	None	None
any other information relevant	None	None	None	None	None

In the opinion of the Board, the transactions/ contracts/ arrangements by the Company with the above party are in the ordinary course of business and at an arm's length basis. However, considering the fact that the value of contracts/ arrangements/ transactions with the aforesaid related parties may be material as defined under Listing Regulations, hence it is proposed to seek the approval of members for the aforesaid arrangements/ contracts/ transactions.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not. Except the common directors as mentioned above None of the Directors and Key Managerial Personnel or their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 07 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 06 of the Notice for approval by the members.

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

**Place: Hyderabad
Date :05.09.2026**

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

Information in respect of Director(s) seeking appointment/re-appointment as required under SEBI (LODR)
Regulations, 2015 and Secretarial Standards-2 (SS-2)

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 to be held on 30 th Day of September, 2022.
Date of first appointment on the Board	01.02.2009
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 st March, 2023	50000
Relationship between Directors inter-se/Manager and KMPs	None
Number of Meetings of the Board attended during the year	2

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

**Place: Hyderabad
Date: 05.09.2026**

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