

3<sup>rd</sup> September, 2019

<b>The Dy. General Manager, Dept. of Corporate Services, BSE Limited, 1<sup>st</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai - 400001</b>	<b>The Asst. Vice President, Listing Department, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051</b>
Stock Code: 531746 ISIN No.: INE505C01016	Stock Code: PRAENG ISIN No.: INE505C01016

Dear Sir/ Madam,

**Sub:** Intimation for 25<sup>th</sup> (Twenty Fifth) Annual General Meeting (AGM) of the Members of Prajay Engineers Syndicate Limited ("the Company"), and submission of the Notice of the Annual General Meeting

**Ref:** Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With the reference to the above captioned subject, and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Notice of 25<sup>th</sup> (Twenty Fifth) Annual General Meeting (AGM) of the Members of the Company for the Financial Year 2018-19, to be held on Monday, the 30<sup>th</sup> day of September, 2019, at 3.00 P.M., at 1-10-63 & 64, 5th Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500 016, Telangana, India.

The Cut-off date to exercise the voting right (either through remote-voting or at poll AGM) for the 25<sup>th</sup> AGM is 23<sup>rd</sup> September, 2019.

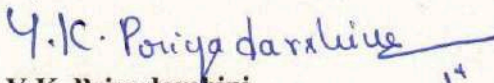
The E-Voting periods commences from 9.00 a.m. on Friday, the 27<sup>th</sup> September, 2019 and will end at 5.00 p.m. on Sunday, the 29<sup>th</sup> September, 2019.

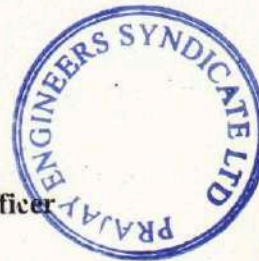
This is for your information and records

Thanking you,

Yours truly,

For Prajay Engineers Syndicate Limited

  
Y.K. Priyadarshini  
Company Secretary and Compliance Officer



Prajay Engineers Syndicate Ltd.

Regd. Office : 5th Floor, Prajay Corporate House,  
Chikoti Gardens, Hyderabad - 500 016.  
Tel : 91 - 40 6628 5566

E-mail : info@prajayengineers.com  
CIN : L45200TG1994PLC017384

www.prajayengineers.com

## NOTICE

**NOTICE** is hereby given that the 25<sup>th</sup> (Twenty Fifth) Annual General Meeting of the Members of Prajay Engineers Syndicate Limited (“the Company”) will be held on **Monday, the 30<sup>th</sup> day of September, 2019, at 3.00 P.M.**, at 1-10-63 & 64, 5<sup>th</sup> 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 31<sup>st</sup> March, 2019, 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, 2019, together with the report of Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Rohit Reddy Dantapalli, (holding DIN :07560450) who retires by rotation, and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. Regularisation of appointment of Mr. Vijaysen Reddy Dantapalli, 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 provisions of Section 152 and other applicable provisions of the Companies 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 regularize the appointment of Mr. Vijaysen Reddy Dantapalli (holding DIN:00291185), as a Director of the Company. who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 25<sup>th</sup> April, 2019 and 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.”

“**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 resolution including filing of necessary forms if any with the Registrar of Companies.”

#### **4. To approve the appointment of Mr. Vijaysen Reddy Dantapalli as a 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, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vijaysen Reddy Dantapalli (holding DIN:00291185), as a Managing Director of the Company for a period of 3 years w.e.f. from 26<sup>th</sup> April, 2019, without any remuneration and as per the brief terms set out in the explanatory statement to this resolution”.

“**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 resolution including filing of necessary forms if any with the Registrar of Companies.”

#### **5. Appointment of Mr. L. Jaya Simha Reddy, as an Independent 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 of the Company, the members of the Company be and are hereby accord their consent to appoint Mr. Jaya Simha Reddy Lingam (holding DIN 08328343), (who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 14<sup>th</sup> February, 2019 and 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, hold office for a term of 5 consecutive years from 14<sup>th</sup> February, 2019 to 13<sup>th</sup> February, 2024”.

**“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**

Place : Hyderabad  
Date : 26.08.2019

Sd/-  
**Vijaysen Reddy Dantapalli**  
**Chairman and Managing Director**  
**DIN: 00291185**

## 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 AGM. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported duly certified copy of the board resolution/authority, as applicable. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution to the Company authorizing them to attend and vote on their behalf at the AGM.
3. Members, Proxies and Authorized Representatives are requested to bring the duly completed and signed Attendance Slip (which is enclosed herewith to the notice) to attend the AGM.  
  
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 a proxy on behalf of a maximum of 50 members not exceeding 50 (fifty) in number, and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy, provided that person does not act as a proxy for any other shareholder.
4. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in respect of Special Business is enclosed to this notice as **Annexure-I** to the Notice. The relevant details, pursuant to Regulations 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "SEBI (LODR) Regulations" and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the directors proposed to be appointed/re-appointed at this AGM are enclosed as **Annexure-II** to the Notice.
5. The register of members and share transfer books of the company will remain closed from Tuesday, the 24<sup>th</sup> September, 2019 to Monday, the 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of the 25<sup>th</sup> AGM of the company.
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 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. Members can contact the Company or Company's Registrars and Transfer Agents, Venture Capital and Corporate Investments Private Limited (VCCIPL).
7. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs (if the shares are held in electronic form) / VCCIPL (if the shares are held in physical form). Members who held the shares in physical form). The registered e-mail address will be used for sending future communications.
8. The members are requested to intimate changes if any with respect to their name, postal address, email address, telephone numbers, mobile numbers, Permanent Account Numbers (PAN), nominations, power of attorney etc to their DPs (if the shares are held in electronic form) / to VCCIPL (if the shares are held in physical form).
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to their DPs (if the shares are held in electronic form) / to VCCIPL (if the shares are held in physical form).
10. 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.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or VCCIPL, the details of such folios together with the share certificate for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. Electronic copy of annual report which includes the notice of the AGM 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 Members who have not registered their email address, physical copies are being sent by the

permitted mode. Members may note that this Notice will also be available on the Company's website under the web link: [www.prajayengineers.com/investors](http://www.prajayengineers.com/investors).

13. 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](mailto: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.
14. As a measure of economy and in support of green initiative of Ministry of Corporate Affairs 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.
15. Members, who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31<sup>st</sup> March, 2019 send their request(s) an early date, so as to enable the management to provide the requisite information.
16. 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.
17. Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 and all other applicable provisions and rules made there under, M/s. Karumanchi & Associates, Chartered Accountants, Hyderabad, has been appointed by the Shareholders of the Company in the 23<sup>rd</sup> AGM 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 has ratified the remaining terms of Statutory Auditors in the AGM held on 29<sup>th</sup> September, 2018.
18. During the financial year under review company has not transferred any shares to Investor Education Protection Fund (IEPF) authority. However, during the month of July, 2019 pursuant to the directions of the IEPF authority company has transferred the 34,103 (Thirty four thousand one hundred and three) 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.
19. The route map showing directions to reach the venue of the 25<sup>th</sup> AGM is annexed to the notice.
20. **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 25<sup>th</sup> 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, the Monday, the 23<sup>rd</sup> September, 2019 ("the cut-off date") 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 periods commences from 9.00 a.m. on Friday, the 27<sup>th</sup> September, 2019 and will end at 5.00 p.m. on Sunday, the 29<sup>th</sup> September, 2019.
  - 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 Monday, the 23<sup>rd</sup> September, 2019.

- g) Mr. M. Ramana Reddy, P S Rao & Associates, Practicing Company Secretaries, 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.

**21. The instructions for shareholders voting electronically are as under:**

- i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on Shareholders.
- iii) 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. 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● 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.</li> <li>● 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>● 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</li> </ul> <p>(iv).</p>

- 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) Note for Non – Individual Shareholders and Custodians
  - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b) 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)
  - c) 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.
  - d) 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.
  - e) 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.
- xix) 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)

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

Sd/-  
**Vijaysen Reddy Dantapalli,**  
Chairman and Managing Director  
DIN: 00291185

Place : Hyderabad  
Date : 26.08.2019

## Annexure - I

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

#### Item Nos.3 and 4

Considering the vast experience of Mr. Vijaysen Reddy Dantapalli, as a Promoter, Executive Director, Chairman and Managing Director 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 25<sup>th</sup> April, 2019. 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 26<sup>th</sup> April, 2019. 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. Vijaysen Reddy Dantapalli as Director of the Company. Further the approval of shareholders also required for appointment of Mr. Vijaysen Reddy Dantapalli as Managing 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. Vijaysen Reddy Dantapalli as a Director of the Company.

Pursuant to the Provisions of Section 196 of the Companies Act, 2013, Mr. Vijaysen Reddy Dantapalli, appointment as Managing Director has to be ratified by the 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 the Members) are as below:

#### 1. Term of Office

Three years commencing from 26<sup>th</sup> April, 2019..

#### 2. Remuneration: Nil

#### 3. Termination

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

#### 4. Job Profile

Mr. D. Vijaysen Reddy shall be responsible for the management of day to day operations of the Company under the superintendence, guidance and control of the Board.

The Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board of Directors/ committee of the Board 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. Vijaysen Reddy Dantapalli's knowledge and experience will be of immense value to the Company. Hence, the Board of Directors, therefore, recommends the Resolutions as set out at Item Nos.3 & 4 for the approval of members of the company as **Ordinary Resolutions**.

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

#### Item No. 5

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 directors of the company (based on the recommendation of Nomination and Remuneration Committee) had the board of directors appointed Mr. Jaya Simha Reddy Lingam, as an additional director under Independent category with effect from 14<sup>th</sup> February, 2019. He holds office till the date of ensuing Annual General Meeting and is eligible for being appointed as 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 Mr. Jaya Simha Reddy Lingam, as an Independent Director of the Company. The Company has also received a declaration from Mr. Jaya Simha Reddy Lingam, 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. Jaya Simha Reddy Lingam, as an Independent Director.

Mr. Jaya Simha Reddy Lingam has given declaration that he meets the criteria of independence as provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Jaya Simha Reddy Lingam 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. Jaya Simha Reddy Lingam 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 of Directors therefore, recommends resolution as set out under Item No. 5 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 web link: [www.prajayengineers.com/investors](http://www.prajayengineers.com/investors)

Mr. Jaya Simha Reddy Lingam and his relatives be deemed to be concerned or interested in Item No.5 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. 5 of the accompanying Notice.

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

Sd/-  
**Vijaysen Reddy Dantapalli,**  
Chairman and Managing Director  
DIN: 00291185

Place : Hyderabad  
Date : 26.08.2019

## 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. Rohit Reddy Dantapalli</b>
Date of Appointment including terms and conditions of appointment	He was originally appointed as Director in the Board meeting of the Company held on 26 <sup>th</sup> October, 2017 and his designation was changed and he acted as a Chairman, Managing Director up to 25 <sup>th</sup> April, 2019
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. His experience includes overseeing the progress of the construction work at all project sites in coordination with the project team. His experience also includes co-ordinating, leading and controlling the project activities, implementing production, productivity, quality, and customer-service standards, resolving operational problems, and identifying work process improvements.
Educational Qualification	Graduate of Civil Engineering
Directorships in other Companies	None
Membership/Chairmanships of committees of Other Boards (other than this 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, 2019 (including shareholding on beneficial basis)	None
Relationship between Directors inter-se/ Manager and KMPs	None
Number of Meetings of the Board attended during the year	8
<b>II. Name of the Director</b>	<b>Mr. Vijaysen Reddy Dantapalli</b>
Date of Appointment including terms and conditions of appointment	He was appointed as an Additional Director of the Company w.e.f 25 <sup>th</sup> April, 2019 and subject to the ratification of the shareholders of the company the board of Directors of the Company appointed him as Managing Director w.e.f 26 <sup>th</sup> April 2019.
Date of first appointment on the Board	25.04.2019
Date of Birth	03.12.1956
Expertise in Specific Functional areas and Experience	More than three decades of rich experience in construction industry at all levels including formulation of strategies
Educational Qualification	C.A Inter
Directorships in other Companies	None
Membership/Chairmanships of committees of Other Boards (other than this Company)	None
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Nil
Share holding in the Company as on 31 <sup>st</sup> March, 2019	1,23,15,183
Relationship between Directors inter-se/ Manager and KMPs	Mr. Rohit Reddy Dantapalli, Director and Mr.Vijaysen Reddy Dantapalli are related to each other
Number of Meetings of the Board attended during the year	None

<b>III. Name of the Director</b>	<b>Mr. Jaya Simha Reddy Lingam</b>
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 <sup>th</sup> February, 2019
Date of first appointment on the Board	14.02.2019
Date of Birth	24.02.1972
Expertise in Specific Functional areas and Experience	Mr. Jayasimha Reddy Lingam is a retired Group-A officer in Tobacco Board, Ministry of Commerce and Industry, Govt. of India with an experience of 34 years and exposure in various fields such as Administration, Marketing, Electronic Auctions, Extension & Development fields.
Educational Qualification	Graduate
Directorships in other Companies	None
Membership/Chairmanships of committees of Other Boards (other than this Company)	None
Details of Remuneration sought to be paid and the remuneration last drawn by such person	None
Details of Remuneration sought to be paid and the remuneration last drawn by such person	None (except Sitting Fees)
Shareholding in the Company as on 31 <sup>st</sup> March, 2019 (including shareholding on beneficial basis)	Nil
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**

Sd/-  
**Vijaysen Reddy Dantapalli,**  
Chairman and Managing Director  
DIN: 00291185

Place : Hyderabad  
Date : 26.08.2019

# ROUTE MAP FOR 25<sup>TH</sup> ANNUAL GENERAL MEETING

