

**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 Thirty First Annual General Meeting**

**NOTICE** is hereby given that the 31<sup>st</sup> (Thirty First) Annual General Meeting of the Members of Prajay Engineers Syndicate Limited ("the Company") will be held on Monday, the 29<sup>th</sup> day of September, 2025, 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, 5<sup>th</sup>Floor, 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, 2025 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, 2025 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, 2025, 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, 2025, and the report of Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."
2. To appoint Mr. Rohit Reddy Dantapalli, (DIN:07560450) 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. Rohit Reddy Dantapalli, (DIN:07560450), 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 Mr. Dharam Karan Kora (DIN: 11270639) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special 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 Mr. Dharam Karan Kora (DIN: 11270639) 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, to hold office for a term of 5 consecutive years from 29 September, 2025 to 28 September, 2030;

**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. **To approve the appointment of Mr. Vijaysen Reddy Dantapalli as Executive Chairman & Managing Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special 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 the Executive Chairman and Managing Director of the Company for a period of 3 years w.e.f., from 02<sup>nd</sup> September, 2025;

**RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Dantapalli Vijaysen Reddy (DIN 00291185), Executive Chairman & Managing Director, as set out in the Explanatory Statement, for the period of his tenure from September 02, 2025, notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

**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."

**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."

5. **To approve issue of Warrants Convertible Into Equity Shares of the Company on Preferential Basis**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (**the "Companies Act"**); and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, as amended (**"SEBI Listing Regulations"**), listing agreements entered into by the Company with the BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**) "Stock Exchanges") on which the equity shares of face value of INR 10 (Indian Rupees Ten) each of the Company ("Equity Shares") are listed, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India (**"SEBI"**); (iv) other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (**"SEBI"**) and/or any other statutory / regulatory authorities from time to time to the extent applicable, and subject to execution of definitive documents and terms thereunder, and the receipt of such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions; and which terms may be agreed to by the Board of Directors of the Company (**the "Board"**), which term shall be deemed to include its committee for such purpose) and all such other approvals, consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot 36,89,304 (Thirty Six Lakhs Eighty Nine Three Hundred Four) Convertible Warrants (**'Warrants'**) convertible into equivalent number of Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each in dematerialization form, on preferential allotment basis to Mr. Dantapally Vijaysen Reddy on Preferential allotment basis, a member of the Promoter Group, towards repayment / appropriation of its existing debt, at a price of Rs.23/- (Rupees Twenty- Three Only) per share (including premium of Rs.13/- (Rupees Thirteen Only) per equity share and 35,80,262 (Thirty-Five Lakhs Eighty Thousand Two Hundred Sixty-two) Warrants convertible into equivalent number of Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each, in dematerialization form, on preferential allotment basis to non-promoters at a price of Rs.23/- (Rupees Twenty-Three Only) per share (including premium of Rs.13/- (Rupees Thirteen Only) per equity share as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(1) of the Chapter V of the ICDR Regulations at an aggregate consideration of Rs. 16,72,00,018/- (Rupees Sixteen Crores Seventy-Two Lakhs Eighteen Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, to the following:

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate beneficial owner	No of Convertible warrants to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1	Dantapally Vijaysen Reddy	Individual	36,89,304	Promoter	Non QIB
2	Sreepathi Sankeerthy Reddy	Individual	4,34,783	Non-Promoter	Non QIB
3	Gondesi Vishnu Vardhan Reddy	Individual	4,34,783	Non-Promoter	Non QIB
4	Madavaram Suman Rao	Individual	4,34,783	Non-Promoter	Non QIB
5	Andem Anurag Reddy	Individual	2,17,391	Non-Promoter	Non QIB
6	Datla Akash Varma	Individual	8,69,565	Non-Promoter	Non QIB
7	Suraj Penukonda	Individual	2,17,391	Non-Promoter	Non QIB
8	Myneni Nalina Kanthi	Individual	2,60,870	Non-Promoter	Non QIB
9	Valluru Jyothsna	Individual	1,73,913	Non-Promoter	Non QIB
10	Asia Sultana	Individual	5,36,783	Non-Promoter	Non QIB
	<b>Total</b>		<b>72,69,566</b>		

**RESOLVED FURTHER THAT** the said Warrants shall be converted within a period not exceeding 18 (Eighteen) months from the date of allotment of such Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant regulations as may be prevailing at the time of allotment of equity shares, and that the Warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 72,69,566 (Seventy Two Lakhs Sixty Nine Thousand Five Hundred Sixty Six ) Equity Shares of Re.10/- each fully paid-up.

**RESOLVED FURTHER THAT** the warrants shall be issued by the Company on the following terms and conditions:

- An amount equivalent to 25% of the issue price of the Warrants shall be payable at the time of making the application for Warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the balance issue price of the Warrants payable by the Warrant Holder at the time of exercising the option;
- The Warrant Holder shall pay the balance 75% of the issue price at the time of exercising the option to convert the warrants into equivalent number of equity shares in one of more tranches but not later than 18 months from the date of allotment of such convertible warrants;
- In the event the Warrant Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company;
- The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- Each convertible warrant shall be convertible into one (1) equity share of face value of Rs. 10/- per share;
- The warrants as well as the equity shares allotted, upon conversion of convertible warrants to be issued on preferential basis to above allottees, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018;
- The equity shares allotted, upon conversion of convertible warrants shall be listed on BSE & NSE Limited.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Warrants of the Company is determined to be Friday, August 29, 2025 being the day immediately prior to Saturday, August 30, 2025, the date 30 (Thirty) days prior to the date of General Meeting i.e. September 29, 2025, to approve this offer.;

**RESOLVED FURTHER THAT** the Convertible Warrants to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the equity shares issued upon conversion of the said warrants shall rank pari-passu with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from Mr. M Raman Reddy Practicing Company Secretary (Membership No. F11891 CP No. 18415) certifying that the above issue of Warrants convertible into equivalent number of Equity Shares of the Company is being made in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** the monies received by the Company from the Subscribers for application of the Convertible Warrants pursuant to this private placement shall be kept by the Company in a separate bank account to be opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the Convertible Warrants and issue of Equity Shares of the Company upon the conversion of such warrants, any board of directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Convertible Warrants, as may be required, issuing clarifications on the issue and allotment of the Convertible Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Convertible Warrants and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

6. **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. P S Rao & 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 2025-26 to FY 2029-30 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."

7. **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) 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: 02.09.2025**

**NOTES FOR MEMBERS:**

1. This Annual General Meeting is convened through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) pursuant to General Circular number 14/2020 dt. 08.04.2020, 17/2020 dt. 13.04.2020, 20/2020 dt. 05.05.2020, 28/2020 dt. 17.8.2020, 02/2021 dt. 13.01.2021, 19/2021 dt. 08.12.2021, 21/2021 dt. 14.12.2021, 02/2022 dt. 05.05.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/CIR/P/2022/62 dt. 13.05.2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dt. 05.01.2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dt. 07.10.2023 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.
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 Route Map is not annexed to the Notice.
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. Monday, 22 September, 2025.
9. The e-voting commences on Thursday, 25 September, 2025 at 09.00hrs. (IST) and ends on Sunday, 28 September, 2025 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. . Monday, 22 September, 2025 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 Ministry of Corporate Affairs ("MCA") vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHSRACPOD1/P/CIR/2023/001 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-/P/CIR/2023/167 dated October 7, 2023 the Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at [www.prajayengineers.com](http://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](http://www.evotingindia.com). The Annual Report for the financial year ended March 31, 2025 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. CS M Ramana Reddy (COP No. 18415), M/s P.S. Rao & Associates, Practicing Company Secretaries, 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, 2025 (9.00 a.m. IST) to September 20, 2025 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number at [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., from September 15, 2025 (9.00 a.m. IST) to September 20, 2025 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@prajayengineers.com](mailto: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 Tuesday, 23 September, 2025 to Monday, 29 September, 2025 (both days inclusive) for the purpose of the 31<sup>st</sup> 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](mailto: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. 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.
19. Retirement of Directors by rotation: Mr. Rohit Reddy Dantapalli, (DIN:07560450), Director who retires by rotation, and being eligible offers himself for reappointment. The Board of Directors recommends the



reappointment of: Mr. Rohit Reddy Dantapalli, (DIN:07560450), Director, whose office is liable to retire by rotation.

20. 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. Karumanchi & Associates, Chartered Accountants, Hyderabad, bearing Firm Registration No. 001753S, who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013, were appointed as Statutory Auditors of the Company for a Second Term of 5 years, to hold office from the conclusion of 27<sup>th</sup> Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting of the company.

## **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 number 14/2020 dt. 08.04.2020, 17/2020 dt. 13.04.2020, 20/2020 dt. 05.05.2020, 28/2020 dt. 17.8.2020, 02/2021 dt. 13.01.2021, 19/2021 dt. 08.12.2021, 21/2021 dt. 14.12.2021, 02/2022 dt. 05.05.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/CIR/P/2022/62 dt. 13.05.2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dt. 05.01.2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dt. 07.10.2023 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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 number 14/2020 dt. 08.04.2020, 17/2020 dt. 13.04.2020, 20/2020 dt. 05.05.2020, 28/2020 dt. 17.8.2020, 02/2021 dt. 13.01.2021, 19/2021 dt. 08.12.2021, 21/2021 dt. 14.12.2021, 02/2022 dt. 05.05.2022, 10/2022 dated 28.12.2022; 09/2023 dated 25.09.2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA) read with Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dt. 07.10.2023 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"),.

## CDSL e-Voting System – For Remote e-voting

### THE INTRUCTIONS 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 Thursday, 25 September, 2025 at 09.00 hrs. (IST) and ends on Sunday, 28 September, 2025 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., Monday, 22 September, 2025 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>



Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**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.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on "Shareholders" module.
  - Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - 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.
  - If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <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.</li> </ul>

- (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](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 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](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.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at Toll Free No. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th 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 or call toll free no.1800 21 09911

**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 Monday, 22 September, 2025
- ii. 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](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 2 working days of the conclusion of the AGM.

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

**Place: Hyderabad  
Date: 02.09.2025**

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

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

<b>Particulars</b>	<b>Details</b>
Date of AGM	Monday, the 29 <sup>th</sup> day of September, 2025
Time of AGM	05:30 p.m. (IST)
Mode of conducting AGM	Video Conferencing (VC) and Other Audio-Visual Means (OAVM)
Book closure date	Tuesday, 23 September, 2025 to Monday, 29 September, 2025 (both days inclusive)
Cut-off date for e-voting	Monday, 22 September, 2025
E-voting start time and date	Thursday, 25 September, 2025 at 09.00 hrs. (IST)
E-voting end time and date	Sunday, 28 September, 2025 at 17.00 hrs. (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. "AURUM", 4th & 5th Floors, Plot No.57, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500032 Landline: 040-23818475/35164940 email-Id: <a href="mailto:info@vcciplindia.com">info@vcciplindia.com</a>

## Annexure - I

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

#### Item No.3

The members may note that Mr. Raghavender Reddy Marpadaga has completed two terms as independent Director and hence he is required to demit his position as Independent Director on the Board of the Company and Committee Memberships. The Board of Directors place on record their appreciation for the valuable services rendered by Mr. Raghavender Reddy Marpadaga in his capacity as Independent Director in the Board of the Company.

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 Mr. Dharam Karan Kora, as Director under Independent Category, he 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. Dharam Karan Kora as Independent Director of the Company. The Company has also received a declaration from Mr. Dharam Karan Kora 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. Dharam Karan Kora, as an Independent Director.

Mr. Dharam Karan Kora 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. Dharam Karan Kora, 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, Mr. Dharam Karan Kora fulfils the conditions for her appointment as an 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 a **Special 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)

Mr. Dharam Karan Kora and his relatives be deemed to be concerned or interested in **Item No.3** 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. 3** of the accompanying Notice.

#### Item No.4

Considering the vast experience of Mr. Vijaysen Reddy Dantapalli, as a Promoter, Executive Chairman and Managing Director and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company (the board) has recommended the appointment of Mr. Vijaysen Reddy Dantapalli as Chairman and Managing Director of the company for a period of 3 years with effect from 05<sup>th</sup> September, 2022. Hence, in terms of the applicable provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of Mr. Vijaysen Reddy Dantapalli, Chairman and Managing Director.

Mr. Vijaysen Reddy Dantapalli shall be attaining the age of 70 years during the course of his proposed reappointment. As per provisions of Section 196 of the Companies Act, 2013 and Rules thereto, No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who has attained the age of seventy years provided appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. In view of the vast experience of Mr. Vijaysen Reddy Dantapalli, as a Promoter, Executive Chairman and Managing Director and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company (the board) has recommended the appointment of Mr. Vijaysen Reddy Dantapalli as Chairman and Managing Director of the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") signifying his intention to propose the appointment of Mr. 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 approved by the members of the company in the general meeting.

Pursuant to the provisions of Schedule V to the Companies Act, in case of no profits or inadequate profits during the tenure of appointment of a managerial personnel (i.e. Managing Director, Whole-time Director or Manager), remuneration shall be paid as per the applicable slab prescribed based on the 'Effective Capital' of the Company. Provided, remuneration in excess of the permissible slab may be paid, if shareholders pass a special resolution.

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 02<sup>nd</sup> September, 2025.
2. Remuneration: Basic Salary up to Rs.5,00,000/- per month excluding other perks and allowances as the Board may determine from time to time.
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.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.4 is annexed hereto as **Annexure A**.

Other than Mr. Dantapalli Vijaysen Reddy and Mr. Dantapally Rohit Reddy, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your Directors recommend the Resolution set out in Item No.4 as a Special Resolution for your approval

#### **Item No. 5**

Our Company aims to reduce its debt burden. In order to meet this objective and to enhance net worth and financial position, augment long term resources and ensuring long term viability and growth of our Company including enhancing competitiveness, it is proposed that existing debt facilities provided by Promoter be capitalized by converting/appropriating the same against Warrants. Further, since our Company is real estate Company and is in continuous requirement of funds to complete its projects. To mitigate this funding requirement, our Company intends to raise funds for meeting the project related activities.

In accordance with the above, the Board of Directors of the Company at its meeting held on September 2, 2025, approved inter alia issue of upto 36,89,304 Warrants towards repayment /appropriation of existing debt to Promoter and 35,80,262 Warrants to Non- promoters against cash, on preferential basis as mentioned in the Resolution No.5

Since our Company is a listed Company, the proposed Preferential Issue is being undertaken in compliance with the provisions of the SEBI (ICDR) Regulations 2018 (as amended), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any, and Sections 42 and 62(1) of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations 2018 and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E-Voting is required for Issue of Warrants on preferential basis and hence the resolution is placed before the shareholders. In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

#### **1. Objects of the Preferential issue:**

To enhance long-term viability and growth of our Company, including enhancing its competitiveness, exploring new initiatives, capital expenditure, working capital requirements, and other general corporate purposes.

Our Company proposes to utilize the net proceeds from the Issue towards funding the following objects:

(In Rupees)		
Sr. No.	Particulars	Amount
1.	Repayment of Loan	8,48,53,992
2.	Capital Expenditure requirements towards renovation/ completion of existing properties being Phase 1 of the Hotel Complex in Celebrity Resort, Shamirpet, Hyderabad	8,23,46,026
	<b>Total</b>	<b>16,72,00,018</b>

**1. Repayment of Loan – Rs. 8,48,53,992/-:**

Our company has sought interest free unsecured loans from its promoter director Mr. Dantapally Vijaysen Reddy so as to meet its working capital and funding requirements. The Management is of the opinion that converting the outstanding amount of unsecured loan of Mr. Dantapally Vijaysen Reddy due by the Company into Equity Shares of the Company is considered more feasible rather than borrowing from banks and other sources to repay the existing debt. The promoter of the Company has requested the board of the Company to convert his outstanding unsecured loan amount by the Company as on 31<sup>st</sup> March, 2025, into Equity Shares of the Company. This will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase in net worth of the Company.

**2. Capital Expenditure requirements towards renovation/ completion of existing properties being Phase 1 of the Hotel Complex in Celebrity Resort, Shamirpet, Hyderabad – Rs. 8,23,46,206/-;**

Our Company is a Hyderabad based real estate company transforming the Hyderabad landscape with its Best Luxury Villas developing landmark residential and commercial properties in the twin cities for the last two decades. The company has also made its mark in handling Hospitality projects.

The details of the projected Capital Expenditure requirements towards renovation/ completion of existing properties being Phase 1 of the Hotel Complex in Celebrity Resort, Shamirpet, Hyderabad:

(In Rupees)		
Sl. No	Particulars	Amount
1	Civil Structure, Services and Interiors	7,71,78,898
2	Hotel Block Amenities	64,47,647
3	Tower Block Renovation	2,08,07,840
	<b>Total Estimated Cost</b>	<b>10,44,34,385</b>
	<b>Less: Gross Proceeds receivable in Cash from Preferential Issue</b>	<b>8,23,46,026</b>
	<b>Balance to be met from internal Accruals</b>	<b>2,20,88,360</b>

Phase 1 of the Hotel Complex in Celebrity Resort, Shamirpet, Hyderabad entails the completion of Hotel Block comprising 45 rooms out of the proposed 140 rooms with Phase 2 comprising 95 rooms whose interiors are yet to start. The Company proposes to take up Phase 2 after the completion of Phase 1.

The fund requirement and deployment is based on internal management estimates and our Company's current business plan and is subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy. These estimates have not been appraised by any bank or financial institution. It is possible that our Company may deploy certain advances, pending receipt of full consideration under the proposed preferential issue, for procurements to be undertaken for this project. In such a case, our Company shall recoup such payments out of the proceeds of the preferential issue consideration as stated above.

As the company operates in competitive environment, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects.

Any amount, deployed by our Company out of internal accruals towards the aforementioned objects till the date of receipt of Issue Proceeds shall be recouped by our Company from the Issue Proceeds of the Issue. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above mentioned objects through a combination of Internal Accruals or Loans and in such case the Funds raised shall be utilized towards repayment of such Loans or recouping of Internal Accruals.

The company may, in case there is no immediate requirement but funds being made available from the aforesaid Preferential issue, invest and hold the same in short term deposits, bonds, liquid funds, debt mutual funds and other such similar instruments and withdraw as and when required to meet project specific expenditure.

**2. Maximum number of specified securities to be issued:**

The Company intends to issue securities of the Company in the following manner:

- 72,69,566 Warrants convertible into equivalent number of equity shares of face value Rs.10/- per share.

Thus, assuming that all the Warrants will be fully subscribed and converted into equivalent number of equity shares, the Company will ultimately issue 72,69,566 equity shares of face value Rs. 10/- per share.

### 3. Amount which the company intends to raise by way of such securities.

The company intends to raise/ repay / appropriate Rs. 16,72,00,018/- (Rupees Sixteen Crores Seventy-Two Lakhs Eighteen Only) by way of issuance of 72,69,566 Warrants on preferential basis to Promoter and Non - Promoters.

### 4. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

Mr. Dantapally Vijaysen Reddy, Promoter intends to subscribe to 36,89,304 Warrants in the proposed preferential issue. Other than the above, none of the other members of Promoter and Promoter Group, Directors and Key Management Personnel has the intention to subscribe to the offer.

### 5. The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

SR. NO.	CATEGORY	PRE-ISSUE EQUITY (Note 1)		POST-ISSUE EQUITY(Note 2)	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
<b>A</b>	<b>Promoters' holding:</b>				
	Individual	2,54,48,572	36.39	2,91,37,876	37.74
	Bodies Corporate	2,89,336	0.41	2,89,336	0.37
	<b>Sub Total (A)</b>	<b>2,57,37,908</b>	<b>36.80</b>	<b>2,94,27,212</b>	<b>38.12</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
<b>1</b>	<b>Institutional Investors</b>				
	Institutional Domestic	-	-	-	-
	Institutional Foreign	13,558	0.02	13,558	0.02
	<b>Sub Total (B)</b>	<b>13,558</b>	<b>0.02</b>	<b>13,558</b>	<b>0.02</b>
<b>2</b>	<b>Non Institutional Investors</b>				
	Bodies Corporate	91,48,182	13.08	91,48,182	11.85
	Directors and Relatives	0	0		
	Indian Public	3,26,66,481	46.71	3,62,46,743	46.95
	Others [including HUF, NRI, IEPF Authorities, etc.]	23,69,662	3.39	23,69,662	3.07
	<b>Sub Total (C)</b>	<b>4,41,84,325</b>	<b>63.18</b>	<b>4,77,64,587</b>	<b>61.87</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>6,99,35,791</b>	<b>100.00</b>	<b>7,72,05,357</b>	<b>100.00</b>

Note 1: The above shareholding pattern has been prepared on the basis of Benpos dated August 29, 2025 as provided by the Registrar and Share Transfer Agent.

Note2: The post issue shareholding percentage is determined considering that the proposed issue of Warrants on preferential basis will be fully subscribed and converted fully into equivalent number of equity shares of the Company within the prescribed tenure.

### 6. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares and Convertible Warrants within a period of 15 (fifteen) days from the later of:

- date of the approval of this special resolution; or



- (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the both the Stock Exchanges for issuance of the securities stated above to the Proposed Allottees).

Further, upon exercise of option to convert the warrant into equity shares by the proposed allottees, the Company shall issue and allot equivalent number of equity shares of the company within fifteen days of such exercise of conversion of warrant.

**7. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:**

Sr. No.	Details of subscriber	Ultimate beneficial owner of the proposed allottee(s)	Pre-Issue			Proposed Allotment	Post-Issue (Refer Note # below this table)		
			Category	No. of Shares	Percentage holding (%)		Category	No. of Shares	Percentage holding (%)
1	Dantapally Vijaysen Reddy	Individual	Promoter	2,19,54,932	31.39	36,89,304	Promoter	2,56,44,236	33.22
2	Sreepathi Sankeerthy Reddy	Individual	Non-Promoter	0	0	4,34,783	Non-Promoter	4,34,783	0.56
3	Gondesi Vishnu Vardhan Reddy	Individual	Non-Promoter	0	0	4,34,783	Non-Promoter	4,34,783	0.56
4	Madavaram Suman Rao	Individual	Non-Promoter	0	0	4,34,783	Non-Promoter	4,34,783	0.56
5	Andem Anurag Reddy	Individual	Non-Promoter	0	0	2,17,391	Non-Promoter	2,17,391	0.28
6	Datla Akash Varma	Individual	Non-Promoter	0	0	8,69,565	Non-Promoter	8,69,565	1.13
7	Suraj Penukonda	Individual	Non-Promoter	0	0	2,17,391	Non-Promoter	2,17,391	0.28
8	Myneni Nalina Kanthi	Individual	Non-Promoter	0	0	2,60,870	Non-Promoter	2,60,870	0.34
9	Valluru Jyothsna	Individual	Non-Promoter	0	0	1,73,913	Non-Promoter	1,73,913	0.23
10	Asia Sultana	Individual	Non-Promoter	0	0	5,36,783	Non-Promoter	5,36,783	0.70
	<b>Total</b>			<b>2,19,54,932</b>	<b>31.39</b>	<b>72,69,566</b>		<b>2,92,24,498</b>	<b>37.85</b>

Note # : Please refer "Note 2" to Table under the heading "Item 5. The shareholding pattern before and after completion of the proposed preferential issue would be as under" above.

**8. In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:**

- In case of Warrants, the respective proposed allottees have to pay an amount equivalent to 25% of the offer price of the Warrants at the time of making the application for convertible warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the convertible warrants payable by the subscribers of convertible warrants at the time of exercising the option;
- The balance 75% of the offer price shall be payable at the time of exercise of option to convert the Warrants into equity shares of face value Rs.10/- per share of the Company;
- Each Warrant shall be convertible into one (1) equity share of face value of Rs.10/- per share;
- The equity shares allotted, upon Equity Warrants to be issued on preferential basis to above allottee, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees; and

- vi. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.

#### **9. Wilful Defaulter or Fraudulent Borrower:**

Neither the issuer nor any of its promoters or directors are wilful defaulters or fraudulent borrowers.

#### **10. Pricing of Preferential Issue:**

The Board has fixed the price of Rs 23/- (Rupees Twenty-Three only) per equity share as the issue price. This is higher than the price determined in terms of Regulation 164(1) of the ICDR Regulations. The pricing certificate is issued by CA K Peddabbai, Karumanchi & Associates Practicing Chartered Accountants (Membership No. 025036 Firm Registration No. 001753S.), having their office at Flat No.301, Swarga Niwas Enclave, 7-1-619/A, Behind HUDA Complex, Ameerpet, Hyderabad - 500038. The pricing certificate is available on website of the company at [www.prajayengineers.com](http://www.prajayengineers.com). The said certificate shall also be available for inspection at the Registered Office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M.

#### **11. Basis on which the price would be arrived at:**

The Equity Shares of the Company are listed on BSE Limited and NSE ("Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and the same has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity shares to be issued shall be a price, being higher of the following:

- i. Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date is Rs.21.99;

Or

- ii. Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date is Rs. 22.64.

The pricing certificate is issued CA K Peddabbai, Karumanchi & Associates Practicing Chartered Accountants (Membership No. 025036 Firm Registration No. 001753S.), having their office at Flat No.301, Swarga Niwas Enclave, 7-1-619/A, Behind HUDA Complex, Ameerpet, Hyderabad - 500038. The pricing certificate is available on website of the company at [www.prajayengineers.com](http://www.prajayengineers.com). The said certificate shall also be available for inspection at the registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M.

The Board has fixed the floor price as Rs.23/- (Rupees Twenty-Three only) per Warrant (including premium of Rs. 13/- per share) and the said price fixed by the Board is higher than the above prices determined in terms of the ICDR Regulation and other applicable provisions.

#### **12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.**

#### **13. Relevant Date**

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of warrants convertible into equity shares of the Company is determined to be Friday, August 29, 2025 being the day immediately prior to Saturday, August 30, 2025, the date 30 (Thirty) days prior to the date of General Meeting i.e. September 29, 2025, to approve this offer.;

#### **14. Change in control if any consequent to preferential issue**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

**15. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: NIL.**

**16. Undertakings:**

- (a) The Issuer Company undertakes that it shall re-compute the offer price of this issue in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- (b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- (c) The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

**17. Lock-in period**

The Warrants and the Equity Shares allotted upon conversion of Warrants shall be subject to Lock-in as provided under the provisions of ICDR Regulations.

The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

**18. Certificate from CS M Ramana Reddy, M/s P. S. Rao & Associates Practising Company Secretaries, Hyderabad.**

A copy of the certificate, from CS M Ramana Reddy, M/s P. S. Rao & Associates Practising Company Secretaries, Hyderabad (Membership No.11891 CP No. 18415, having their office at D. No. 6-3-347-22/2, Flat 10 4<sup>th</sup> Floor, Iswarya Nilayam, Dwarakapuri Colony, Punjagutta, Hyderabad – 500081, Telangana, certifying that the issue of equity shares as well as convertible warrants on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Annual General Meeting and also be available during the Annual General Meeting. The said Certificate will be uploaded on the website of the Company at [www.prajayengineers.com](http://www.prajayengineers.com).

**19. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

Except Mr. Dantapally Vijaysen Reddy Managing Director and Mr. Dantapalli Rohit Reddy, Director being relative of Mr. Dantapally Vijaysen Reddy, None of Directors, Key Managerial Persons or their relatives are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

**20. Other disclosures**

In accordance with SEBI ICDR Regulations,

- i. The Company has not allotted any equity shares or any security convertible into equity shares on preferential basis during the current financial year.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. The pre- preferential holding of the proposed allottees, if any, are in dematerialized form.
- iv. The Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable, as none of the allottees or allottees acting in concert are not being allotted more than 5% of the post issue fully diluted share capital of Company.
- v. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No.5 as special resolution for your approval.

**Item No. 6**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed Company is required to attach with its Board's Report, a report on Secretarial Audit given by Company Secretary in practice.

Further, Regulation 24A of the Listing Regulations requires listed Companies and material unlisted subsidiaries incorporated in India to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and annex the secretarial audit report in such form as specified, with its Annual Report. The aforementioned regulation apart from listing down the eligibility criteria for appointment of secretarial auditor, further stipulates that the appointment/reappointment of secretarial auditor is required to be approved by the members of the Company at its annual general meeting, basis recommendation of the Board of Directors.

In view of the aforesaid, basis the recommendation of the Audit committee, the Board at its meeting held on Thursday, August 14, 2025 recommended the appointment of M/s. P S Rao & Associates, Company Secretaries, Hyderabad as Secretarial auditors, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., for a period of 5 (Five) years i.e., from the FY 2025-26 to FY 2029-30, to undertake secretarial audit at a remuneration of Rs.1.5 lakhs (plus applicable taxes) for the FY 2025-26 and at such remuneration as may be decided by the board of Directors of the Company in mutual consent with the Secretarial Auditors, for subsequent years. The proposed fee is based on Knowledge, expertise, Industry experience, time and efforts required to be put in by the secretarial auditors for the said audit.

M/s. P S Rao & Associates, is a more than 2 decades old Hyderabad based firm of Company Secretaries, with specialization across secretarial audits, corporate laws, securities laws including corporate governance, capital markets etc.

M/s. P S Rao & Associates, is a peer reviewed firm (PR No.6678/2025) in terms of the Listing Regulations and guidelines issued by the Institute of Company Secretaries of India (ICSI) and also meets the eligibility criteria as enumerated under Regulation 24A (1A) of the Listing Regulations. The firm has given its consent to act as the Secretarial Auditor of the Company and has confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the Act, Listing Regulations and guidelines issued by the Institute of Company Secretaries of India.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the Listing Regulations vide SEBI Notification dated December 12, 2024, and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In view of the aforesaid, the Board recommends the ordinary resolution set out at Item No. 6 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. 7**

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
Nature of relationship;	Subsidiary	Step-down Subsidiary	Associate
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, construction costs, etc.	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.	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.
Tenure of the proposed transaction	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
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
A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable	Not Applicable	Not Applicable
Name of the director or key managerial personnel who is related, if any;	None	None	None
any other information relevant	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 :02.09.2025**

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

## Annexure A

### Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Dantapalli Vijaysen Reddy (Item No.4 of Notice)

#### 1. General Information:

1.	Nature of industry	Engaged in Real Estate Construction and Management and Hospitality Services
2.	Date or expected date of commencement of commercial production	Existing Company in operation since 1994.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the financial year 2024-25, the Company made a turnover of INR 3846.42 Lakh and Loss of Rs.1930.16 Lakh after tax.
5.	Foreign Investments or collaborations, if any	Nil

#### II. Information about the appointee:

1.	Background details	Engaged in Real Estate Construction and Management and Hospitality Services
2.	Past remuneration	NIL
3.	Recognition or awards	—
4.	Job profile and his suitability	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. He has more than three decades of rich experience in construction industry at all levels including formulation of strategies
5.	Remuneration proposed	As stated in the Explanatory Statement at Item No.4 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by said Directors, remuneration paid to them are commensurate with remuneration of similar senior levels in similar sized domestic companies.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Dantapalli Vijaysen Reddy and Mr. Dantapally Rohit Reddy are related to each other

#### III. Other Information:

1.	Reasons of loss or inadequate profits	Impacted due to various economic, financial adversities, commodity inflation, cost overrun of projects and lower profitability due to adverse conditions
2.	Steps taken or proposed to be taken for improvement	Several mitigation measures are taken such as focus on selecting quality projects and revival plans, cost reduction, etc.
3.	Expected increase in productivity and profits in measurable terms	Target set to launch new projects and explore opportunities for joint development

Your Board of Directors recommend the Special Resolution for your consideration and approval.

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

**Place: Hyderabad  
Date :02.09.2025**

**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. Vijaysen Reddy Dantapalli	Mr. Dantapalli Rohit Reddy	Mr. Dharam Karan Kora
Date of Appointment including terms and conditions of appointment	He was originally appointed on the Board of the Company on 26 <sup>th</sup> April, 2019, and subsequently reappointed and his current term of appointment has come to an end and being eligible he is proposed to be appointed as Executive Chairman & Managing Director in the ensuing Annual General Meeting.	He was Originally appointed on the Board of the Company on 26.10.2017. He was appointed as Director eligible to retire by rotation w.e f. 25th April, 2019	29-09-2025
Date of first appointment on the Board	25.04.2019	26.10.2017	None
Date of Birth	03.12.1956	21.05.1992	29-03-1967
Expertise in Specific Functional areas and Experience	More than three decades of rich experience in construction industry at all levels including formulation of strategies	Co-ordinating, leading and controlling the project activities, implementing production, productivity, quality, and customer-service standards, resolving operational problems, and identifying work process improvements.	More than 3 decades experience in Real Estate Activities and Hospitality Sector and Consultancy Services related thereto
Educational Qualification	C.A Inter	Graduate of Civil Engineering from Pennsylvania State University	Graduate
Directorships in other Companies	1. Secunderabad Golf and Leisure Resorts Private Limited 2. Prajay Velocity Developers Private Limited 3. Prajay Retail Properties Private Limited	None	None
Membership/Chairmanships of committees of Other Boards (other than the Company)	None	None	None
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Up to 5,00,000/- per month excluding other perks and allowances as the Board may determine from tile to time.		None
Shareholding in the Company as on 31 <sup>st</sup> March, 2023	21954932	500534	NIL
Relationship between Directors inter-se/Manager and KMPs	Mr. Rohit Reddy Dantapalli, Director and Mr. Vijaysen Reddy Dantapalli are related to each other	Son of Mr. D Vijaysen Reddy, Chairman and Managing Director and Promoter of the Company	None
Number of Meetings of the Board attended during the year	5	5	NA

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

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

**Place: Hyderabad  
Date: 02.09.2025**