



## **P. S. Rao & Associates**

**Company Secretaries**

Address: D.No. 6-3-347-22/2, Flat-10, 4th Floor, Iswarya Nilayam,  
Dwarakapuri Colony, Punjagutta, Hyderabad 500081, Telangana,  
Tele-Fax: 040-23352185/6

To,  
The Board of Directors  
**Prajay Engineers Syndicate Ltd**  
1-10-63 & 64, 5th floor, Prajay Corporate House,  
Chikoti Garden, Begumpet,  
Hyderabad, Telangana, 500016

**Sub: Certificate of Practicing Company Secretary to Prajay Engineers Syndicate Ltd pursuant to Regulation 163(2) contained in Chapter V (Preferential Issue) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for the proposed preferential issue of warrants convertible into equity shares of the Company.**

Dear Sir,

We have been requested by the management of Prajay Engineers Syndicate Ltd having CIN: L45200TG1994PLC017384, to issue certificate in connection with the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018.

I, M Ramana Reddy, Practicing Company Secretary (F 11891, CP 18415) from P. S. Rao & Associates have verified the relevant records and documents of Prajay Engineers Syndicate Ltd ('the Company') with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

1. The Board of Directors of Prajay Engineers Syndicate Ltd (the Company) has approved the proposed preferential issue of up to 72,69,566 (Seventy Two Lakhs Sixty Nine Thousand Five Hundred and Sixty-Six) Warrants convertible into equity shares of face value Rs.10/- each of the Company, at price of Rs. 23/- (including premium of Rs.13/-) per share determined under SEBI (ICDR) Regulation, 2018, on preferential basis to **Promoters** towards appropriation of existing debt and **Non-promoters** for cash consideration, as mentioned in **Annexure I** to this certificate, in their meeting held on 2<sup>nd</sup> September, 2025, subject to the approval of the



*M Ramana Reddy*  
02/09/2025



shareholders of the Company in the ensuing Annual General Meeting of the shareholders of the Company.

2. Based on our examination of such information/documents, explanation and written representation furnished to us by the management of the Company and to the best of our knowledge and belief, we hereby certify that the proposed preferential issue is being made in compliance with SEBI Chapter V (Preferential Issue) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable, except with respect of special resolution of shareholders which is proposed to be passed at the Annual General Meeting scheduled to be held on 29<sup>th</sup> September, 2025.

### Management's Responsibility

3. The compliance with Chapter V of the SEBI (ICDR) Regulations, 2018, for the preferential issue and allotment of convertible warrants is the responsibility of the management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant support records and documents. This responsibility includes designing, implementation and maintenance of internal controls relevant to the preparation and presentation of the statement and applying an appropriate basis for preparation and making judgements and estimates that are reasonable in the circumstances.
4. Management is also responsible for providing all relevant information & clarifications to the SEBI, BSE and/or NSE.
5. The Management is also responsible for ensuring that the Company complies with the requirements of the SEBI (ICDR) Regulations, 2018 and Compliance of the applicable laws and ensuring the authenticity of documents and information furnished.

### Practicing Company Secretary's Responsibility

6. Pursuant to the requirements of Regulation 163(2) of Chapter V of the SEBI (ICDR) Regulations, as amended, it is our responsibility to certify that the Proposed Preferential Issue of Convertible Warrants to the Proposed Allottee as mentioned in Annexure-I, are being made in accordance with the requirements of 'Chapter V- Preferential Issue' of the SEBI (ICDR) Regulations, 2018 to the extent applicable.



*M. Ramesh*  
02/09/2025



7. On the basis of the relevant management representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these regulations as applicable to the preferential issue.

#### Restriction on Use

8. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the SEBI (ICDR) Regulations, 2018 and this Certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing it before the shareholders of the Company and hosting it on the website of the Company so as to provide them requisite information for approving the Proposed Preferential Issue and for the purpose of further submission to Stock Exchanges and should not be used by any person or for any other purpose.

Place: Hyderabad

Date: 2<sup>nd</sup> September, 2025

UDIN: F011891G001146882

For P. S. Rao & Associates

*M Ramana Reddy*  
02/09/2025

M Ramana Reddy

Practicing Company Secretary

M. No. FCS 11891

CP No. 18415

Peer Review No: 3572/2023

Encl: As Above





## Annexure 1

Sr. No.	Name of the Proposed Allottees	Nature of person who are ultimate beneficial owner	Category	Holding of prior to proposed Preferential issue	No. of Convertible warrants to be allotted	Shareholding post to proposed Preferential issue
1	Dantapally Vijaysen Reddy	Individual	Promoter	2,19,54,932	36,89,304	2,56,44,236
2	Srepathi Sankeerthy Reddy	Individual	Non-Promoter	0	4,34,783	4,34,783
3	Gondesi Vishnu Vardhan Reddy	Individual	Non-Promoter	0	4,34,783	4,34,783
4	Madavaram Suman Rao	Individual	Non-Promoter	0	4,34,783	4,34,783
5	Andem Anurag Reddy	Individual	Non-Promoter	0	2,17,391	2,17,391
6	Datla Akash Varma	Individual	Non-Promoter	0	8,69,565	8,69,565
7	Suraj Penukonda	Individual	Non-Promoter	0	2,17,391	2,17,391
8	Myneni Nalina Kanthi	Individual	Non-Promoter	0	2,60,870	2,60,870
9	Valluru Jtothsna	Individual	Non-Promoter	0	1,73,913	1,73,913
10	Asia Sultana	Individual	Non-Promoter	0	5,36,783	5,36,783
	<b>Total</b>				<b>72,69,566</b>	<b>3,29,13,802</b>

**Note:**

- (i) The above issuance of warrants are subject to approval of shareholders of the Company.
- (ii) The above figures are mentioned assuming that proposed issue will be fully subscribed and that all the convertible warrants will be duly converted with the prescribed tenure as per applicable provisions of law.



*M. Anurag Reddy*  
02/09/2025