



P. S. Rao & Associates

Company Secretaries

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Annual Secretarial Compliance Report of PRAJAY ENGINEERS SYNDICATE LIMITED
("the listed entity")
for Financial Year Ended 31st March 2024

I, M. Ramana Reddy, Practicing Company Secretary, Hyderabad, have examined:

- (a) All the documents and records made available to us and explanation provided by **PRAJAY ENGINEERS SYNDICATE LIMITED ("the listed entity")**;
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended on 31 March 2024 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, and guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not attracted during the year under review**);

M. Ramana Reddy

- e. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not attracted during the year under review);**
- f. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not attracted during the year under review);**
- g. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not attracted during the year under review);**
- h. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not attracted during the year under review);**
- i. Other regulations as applicable and Circulars/ guidelines issued thereunder

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013, and are mandatorily applicable.</p>	Yes	<p>Secretarial Standards is duly adhered by the Company.</p> <p>However, We were not made available with the proof of circulation of Notice & minutes to the Directors. As confirmed by the management, the Notice & Agenda and minutes of the Meetings were circulated to Directors through hand delivery.</p>

M R @ Reddy

2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	<p>Yes</p> <p>Yes</p>	<p>It was observed during our Audit process, few policies are not updated in compliance with the amendments in the SEBI (LODR) Regulations, 2015. Management informed that the Board will review the same and update the policies in compliance with the applicable regulations.</p>
3.	<p>Maintenance and disclosures on the Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	<p>Yes</p> <p>No</p> <p>No</p>	<p>-</p> <p>It is observed that the dissemination of the documents & disclosures are not in time. Further, many disclosures are not updated with the website of the listed entity.</p> <p>It is observed that the link of the website is provided in the Corporate Governance Report instead of exact weblink for the relevant document</p> <p>-</p>

M R @ Rooda

4.	<p>Disqualification of Director:</p> <p>None of the Directors(s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	<p>As confirmed by the listed entity, none of the Directors(s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013.</p> <p>However, it is observed on the MCA portal that the DIN of Mr. Jaya Simha Reddy Lingam, Director of company is deactivated.</p>
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA</p> <p>No</p>	<p>-</p> <p>The Company does not have material subsidiary. Further, it is observed that the disclosures related to subsidiary is not disseminated on the website of the Company</p>
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	<p>The Company is preserving and maintaining records as prescribed under the SEBI regulations.</p>

M R @ Reddy

			However, it is observed that the Archival Policy as prescribed under SEBI (LODR) regulations, 2015 is not in place and not been hosted on website.
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted a performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	<p>As confirmed by the management, Performance Evaluation has been done. However, we are not produced with the documentation to verify the same</p>
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>Yes</p>	<p>As confirmed by management, During the financial year 2023-2024, listed entity has obtained prior approval from the Audit Committee for all related party transactions.</p>
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	<p>As confirmed by the management all the material information/disclosures as required under Regulation 30 read with Schedule III is being disseminated to Exchange(s).</p>

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10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	Additional Non-compliances, if any:	yes	Listed Below

Compliances related to the resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		

M R @ Reddy

	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>No event has occurred for the resignation of the auditor and hence, the existing auditor has duly signed the limited review/ audit report for all four quarters as well as the reporting financial year.</p>
2.	Other conditions relating to the resignation of the statutory auditor		
	<p>i. Reporting of concerns by the Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents have been brought to the notice of the</p>	<p>NA</p> <p>NA</p>	<p>No concerns were raised by the existing statutory auditor to the audit committee of the listed entity.</p> <p>No event for the resignation of the auditor has taken place.</p>

M R @ Reddy

	<p>Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee of the details of the information /explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	<p>As there was no event for resignation of the auditor has been taken place, no information was required to be received and communicated.</p>
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019.</p>	NA	<p>No event for the resignation of the auditor has taken place.</p>

The Additional disclosures of the Annual Secretarial Compliance Report as below:-

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	Regulation 17	Independent Director	-	NIL	Filing of e-form w.r.t. appointment		It is observed that the company	Management informed they	-



			and Woman Director Appoint ment			ent	appointed Independent Director (Woman Director) w.e.f. 30.12.2020 with the approval of the shareholders in the 26th Annual General Meeting of the Company (AGM). However, the filing with MCA w.r.t to the aforesaid appointment has not been made.	are in process of filing the e- forms in this regard	
2.	SEBI (PIT) Regulations, 2015	Regulation 3(5)	Maintena nce of SDD	-	Nil	Maintena nce of SDD	It is observed that company is not maintaining Structured Digital Database (SDD) as required under SEBI (PIT) regulation,	Manage ment informed they are in process of maintain ing the same	-

M R @ Rooda

								2015		
3.	Companies Act 2013	Section 92	Annual Return	-	Nil	Non filing of Annual Returns (MGT-7)		Based on the records available on MCA portal, it is observed that MGT-7 for the FY 2021-22 and FY 2022-23 is not filed with MCA.	-	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					NIL					

For P. S. Rao and Associates



M Ramana Reddy

FCS No.:11891

C P No. 18415

P.R. No.: 3572/2023

Place: Hyderabad

Date: 30.05.2024

UDIN: F011891F000503822