

29th May, 2019

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

Dear Sir/Madam,

Sub: Submission of Annual Secretarial compliance Report of “Prajay Engineers Syndicate Ltd” (The Company) for the year ended 31st march, 2019-SEBI CIR/CFD/CMD1/27/2019, dated February 08, 2019.

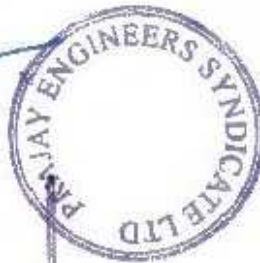
With reference to the above said circular dated February 08, 2019 and in compliance with the same, Please find enclosed herewith Annual Secretarial compliance Report for the year ended 31st March, 2019 issued by Mr M.Ramana Reddy, from M/s. P.S.Rao & Associates, Practicing Company Secretaries Hyderabad, the Secretarial Auditor of the Company.

This is for your information and record.

Yours faithfully,

For Prajay Engineers Syndicate Limited


Y.K. Priyadarshini
Company Secretary



Prajay Engineers Syndicate Ltd.

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

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

www.prajayengineers.com



To,

The Board of Directors
Prajay Engineers Syndicate Limited
CIN: L45200TG1994PLC017384,
1-10-63 & 64, 5th Floor, Prajay Corporate House,
Chikoti Gardens, Begumpet, Hyderabad-500016,
Telangana, India.

Sir/Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year 2018-19

I have been engaged by M/s. Prajay Engineers Syndicate Ltd, a listed entity (Listed on both National Stock Exchange of India Limited and BSE Limited) for issuing Annual Secretarial Compliance Report in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019, dated February 08, 2019.

It is the responsibility of the management of the company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose Annual Secretarial Compliance Report is enclosed.

M. Ramana Reddy

Practising Company Secretary
CP. No. 18415

Date: 29-05-2019
Place: Hyderabad



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF “PRAJAY ENGINEERS
SYNDICATE LTD” (THE COMPANY)**

(For the Financial Year ended 31st March, 2019)

**I, R. Ramana Reddy, Practising Company Secretary from M/s. P.S. Rao & Associates
Practicing Company Secretaries, Hyderabad have examined:**

- a) All the documents and records made available to us and explanation provided by Prajay Engineers Syndicate Ltd (“The listed entity”)
- b) The filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) Other relevant documents/ filings which have been relied upon to make this certification,

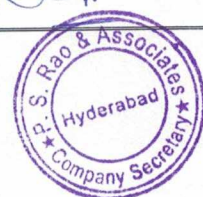
**For the year financial year ended 31st March, 2019 (“Review Period”) in respect of
compliance with the provisions of:**

- a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

**The specific Regulations, whose provisions and the circulars/ guidelines issued there
under, 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(Not attracted during the year under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not attracted during the year under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not attracted during the year under review)

R. Ramana Reddy



- (g) 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)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Other regulations as applicable and
- (j) Circulars/ guidelines issued there

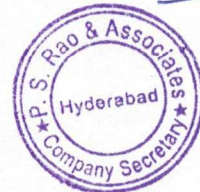
Based on the above examination, I hereby report that, during the Review Period that:

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

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- (c) There were no actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by stock exchanges (including under the Standard Operating Procedure issued by SEBI through various circulars) under the aforesaid Acts/ Regulation, /Circulars/guidelines issued there under in so far as it appears from my examination of those records.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

M. S. Rao



Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March-2019.	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				



M. Ramana Reddy

M. Ramana Reddy
Practising Company Secretary
C.P. No.18415

Place: Hyderabad
Date: 29-05-2019