

Date: 30/07/2020

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, 2020

Ref: -SEBI CIR/CFD/CMD1/27/2019, dated 08th February, 2019.

With reference to the above Subject Matter and in compliance with the same, please find enclosed herewith Annual Secretarial compliance Report for the year ended 31st March, 2020 issued by CS M. Ramana Reddy, [Membership No.37864, COP:18415] from M/s P S Rao & Associates, Practicing Company Secretaries, Hyderabad.

This is for your information and record.

Yours faithfully,

For Prajay Engineers Syndicate Limited


T. Siva Kumar
M No.A37447
Company Secretary & Compliance Officer



Prajay Engineers Syndicate Limited

▲ Regd. Office : 1-10-63 & 64, 5th Floor, Prajay Corporate House
Chikoti Gardens, Hyderabad -500 016.
Tel : 91 - 40 6628 5566

▲ E-mail : Info@prajayengineers.com

www.prajayengineers.com

CIN : L45200TG1994PLC017384



To,

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

Sir/Madam,

Annual Secretarial Compliance Report for the Financial Year 2019-20

I, have been engaged by M/s. Prajay Engineers Syndicate Ltd (The Company), 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 08th February, 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.

Place: Hyderabad

Date: 29.07.2020

UDIN:- **F010322B000525331**




CS M. Ramana Reddy
P S Rao & Associates
Practicing Company Secretaries
M.No.37864
C P No:18415



ANNUAL SECRETARIAL COMPLIANCE REPORT OF "PRAJAY ENGINEERS SYNDICATE LTD" (THE COMPANY) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

I, CS M Ramana Reddy, P S Rao & Associates, Practicing Company Secretaries, Hyderabad [Membership No.37864, COP:18415], have examined:

- a) All the documents and records made available to us and explanation(s) 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 Financial Year ended 31st March, 2020 ("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)



M R Reddy

- (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)**
- (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 thereunder.

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

- (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: -

Sl. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Delayed submission of financial results for quarter and year ended March 31, 2019.	The Company has intimated to the Stock Exchanges that the Company has not submitted the Audited Financial Results (both Standalone and Consolidated) for the quarter and financial year ended 31st March, 2019, within the prescribed time due to the Search and Seizure of Company's physical and electronic data, computer hard - disks, back up and



M. R. Rao (5)

		<p>computer server(s) by the Police Department pursuant to an order issued by the XVII Additional Chief Metropolitan Magistrate, Hyderabad with regard to the criminal complaint filed by Mrs. D. Hymavathi Reddy, a person belonging to Promoter Group of the Parent Company Vide Cr No.79 of 2019 of Jubilee Hills Police Station, Hyderabad, The Company has made an application to Securities Exchange Board of India (SEBI), seeking relaxation from strict enforcement of Regulation 33 of above and the company has requested the Stock Exchanges for the waiver of the fine paid by the Company for non-submission of financial results under the carve-out policy as the company was not able to submit the said results for the reasons beyond its control. However, the Company submitted the said results on 14th August, 2019.</p>
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- (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 except as stated below.



M. Q. Rao

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NSE imposed a fine of Rs.3,80,000/- (Rupees Three Lakh Eighty Thousand Only) Delayed submission of financial results for quarter and year ended March 31, 2019 and BSE imposed a fine of Rs. 448400/- (Four Laksh Forty Eight Thousand Four Hundred Only)for non- submission of Standalone and Consolidated Audited Financial Results for the Quarter and Financial Year ended 31st March, 2019 under SEBI circular no. SEBI/HO/CFD/CMD /CIR /P/2018/77) dated, May, 03, 2018 and paid by the Company. However, the exchanges subsequently waived the said amount.

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

Sl. 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-2020.	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.			The company has already submitted/published the above stated Financial Results as approved by the Board of directors of the company in their Board Meeting held on 14 th August, 2019.	

Place: Hyderabad

Date: 29.07.2020

UDIN: F010322B000525331



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CS M. Ramana Reddy

Practicing Company Secretary

M.No.37864

C P No:18415

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