

11th October, 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	NSE Symbol: PRAENG ISIN No.: INE505C01016


Dear Sir/ Madam,

Sub: Submission of Certified True Copy of the Signed Minutes of Adjourned 25th Annual General Meeting (AGM) of Prajay Engineers Syndicate Limited held on Monday, 07th day of October, 2019.

In compliance with Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Certified True Copy of the Signed Minutes of Adjourned 25th Annual General Meeting (AGM) of Prajay Engineers Syndicate Limited held on Monday, 07th day of October, 2019.

You are requested to kindly take the above information on record.

Yours Truly
Prajay Engineers Syndicate Limited



Vijaysen Reddy Dantapally
Managing Director
DIN: 00291185



Encl: Certified True Copy of the Signed Minutes

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

MINUTES BOOK

MINUTES OF THE ADJOURNED 25TH (TWENTY FIFTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF PRAJAY ENGINEERS SYNDICATE LIMITED ("THE COMPANY") HELD ON MONDAY, THE 07TH DAY OF OCTOBER, 2019 AT 1-10-63 & 64, 5TH FLOOR, PRAJAY CORPORATE HOUSE, CHIKOTI GARDENS, BEGUMPET, HYDERABAD- 500016, TELANGANA, INDIA, COMMENCED AT 3.00 P.M., AND CONCLUDED AT 4.05 P.M.

BOARD OF DIRECTORS PRESENT:

Mr. Vijaysen Reddy Dantapalli	-	Chairman & Managing Director
Mr. Rohit Reddy Dantapalli	-	Director
Mr. Raghavender Reddy Marpadaga	-	Independent Director and also Chairman of Audit Committee, Nomination Remuneration Committee, Stakeholders Relationship Committee and CSR Committee
Mr. Jaya Simha Reddy Lingam	-	Independent Director
Mrs. Padmaja Kota	-	Independent Director

MEMBERS PRESENT: As per the Attendance Register and Proxy Register by RTA (Venture Capital and Corporate Investments Private Limited)

IN ATTENDANCE:

Mr. Bhaskara Rao Patnana	-	Chief Financial Officer (CFO)
CA K.Peddabai		M/s. Karumanchi & Associates, Statutory Auditor
CS M.Ramana Reddy		M/s. P.S.Rao and Associates, Scrutiniser

Mr. Rohit Reddy Dantapalli, Director welcomed the Board of Directors, Shareholders and other Invitees to the Adjourned 25th Annual General Meeting of the Company. He requested the Chairman to commence the proceedings. Mr. Vijaysen Reddy Dantapalli, Chairman chaired the meeting and welcomed all the members, and as the requisite quorum was present, he commenced the proceedings of the meeting.

All requisite registers including Register of Directors and Key Managerial, Register of Proxies etc., are open for inspection by the members during the meeting.

It was informed to the Members of the company that Mr. Ravi Kumar Kutikalapudi, Independent Director has intimated his inability to attend the Adjourned 25th Annual General Meeting.

The Chairman delivered his speech and briefed the highlights of the Company's performance during the period under review. He expressed his optimism on the bright future prospects of the Company.



CHAIRMAN'S INITIALS

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It was informed to the members that the Company had provided Remote e-voting facility to the members to vote on all the resolutions as set out in Item Nos. 1 to 5 of the Notice of 25th Annual General Meeting from Friday, 27th September, 2019 (from 9:00 A.M) to Sunday, 29th September, 2019 (till 5:00 P.M) and it was also informed that a similar right in the form of poll was provided to the members, present in person and by proxy, at the venue of the Adjourned 25th Annual General Meeting.

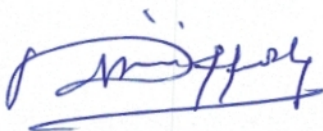
The Board of Directors had appointed CS M Ramana Reddy, P.S. Rao & Associates, Practicing Company Secretaries as the Scrutinizer for remote E-voting and Poll at the meeting. The Scrutinizer has carried out the scrutiny of all the electronic and physical votes and submitted Scrutinizer's Report on 08th October, 2019.

With the permission and consent of the members of the company, the Notice convening the 25th Annual General Meeting of the Company was taken as read. The Statutory Auditor read the Audit remarks in the Audit Report and with the permission of shareholders, the audit reports were taken as read.

Members were invited to share their views, suggestions and to raise queries, if any. The Chairman, CFO and the Statutory Auditors addressed the shareholders queries to their satisfaction. Thereafter the resolutions as set out in the notice of 25th Annual General Meeting were taken up in their order and were put for poll.

Mr. Vijaysen Reddy Dantapalli informed the meeting/members that in view of him being an Interested Director for resolutions set out in Item Numbers 2, 3 and 4 in the Notice of 25th Annual General Meeting, he should not act as the Chairman of Meeting for the aforesaid business. Mr. Raghavender Reddy Marpadaga, Independent Director took over as Chairman for the conduct of business as per resolutions set out in Item Numbers 2, 3 and 4 in the Notice of 25th Annual General Meeting. Mr. Vijaysen Reddy Dantapalli acted as Chairman for Resolution as set out in Item No.1 and 5 in the Notice of 25th Annual General Meeting.

After due scrutiny of e-votes and votes casted in poll for the following Five resolutions, CS M. Ramana Reddy, Scrutinizer submitted a Consolidated Scrutinizer's Report to the Chairman, dated 08th October, 2019.



CHAIRMAN'S INITIALS



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ORDINARY BUSINESS:

ITEM NO. 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2019, AND THE BALANCE SHEET AS AT THAT DATE TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.

To consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the reports of the Board of Directors and Statutory Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the report of Statutory Auditors thereon.

The above Resolution was passed with requisite majority. The voting results for the above resolution are enclosed as **Annexure-I**.

ITEM NO. 2

TO APPOINT A DIRECTOR IN PLACE OF MR. ROHIT REDDY DANTAPALLI, (HOLDING DIN:07560450), DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

To appoint a Director in place of Mr. Rohit Reddy Dantapalli, (holding DIN :07560450) who retires by rotation, and being eligible offers himself for re-appointment.

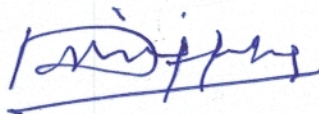
The above Resolution was passed with requisite majority. The voting results for the above resolution are enclosed as **Annexure-I**.

SPECIAL BUSINESS:

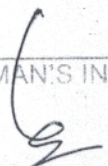
ITEM NO. 3

REGULARISATION OF APPOINTMENT OF MR. VIJAYSEN REDDY DANTAPALLI, AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:



CHAIRMAN'S INITIALS



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“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies 2013, (“the Act”) 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 based on the recommendations of the Nomination and Remuneration Committee of the Company, the consent of the members of the Company be and is hereby accorded to regularize the appointment of Mr.Vijaysen Reddy Dantapalli (holding DIN:00291185), as a Director of the Company. who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 25th April, 2019 and whose term of office as an Additional Director of the Company expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing his candidature for the office of Director of the Company.”

“**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.”

The above Resolution was passed with requisite majority. The voting results for the above resolution are enclosed as **Annexure-I**.

ITEM NO. 4

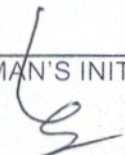
TO APPROVE THE APPOINTMENT OF MR. VIJAYSEN REDDY DANTAPALLI AS MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary 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 a Managing Director of the Company for a period of 3 years w.e.f. from 26th April, 2019, without any remuneration and as per the brief terms set out in the explanatory statement to this resolution”.



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“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.”

The above Resolution was passed with requisite majority. The voting results for the above resolution are enclosed as **Annexure-I**.

ITEM NO. 5

APPOINTMENT OF MR. L. JAYA SIMHA REDDY, AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary 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 of the Company, the members of the Company be and are hereby accord their consent to appoint Mr. Jaya Simha Reddy Lingam (holding DIN 08328343), (who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 14th February, 2019 and whose term of office as an Additional Director (under Non-Executive Independent category) of the Company expires at this Annual General Meeting 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, hold office for a term of 5 consecutive years from 14th February, 2019 to 13th February, 2024”

“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.”

The above Resolution was passed with requisite majority. The voting results for the above resolution are enclosed as **Annexure-I**.



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The Adjourned 25th Annual General Meeting concluded at 4.05 p.m. with a **Vote of Thanks** to the Chair and Board of Directors and Members and other invitees and stakeholders of the Company.

Entered in the Minute Book on 08th Day of October, 2019 at Hyderabad.

Place: Hyderabad

Date:08.10.2018


CHAIRMAN





CHAIRMAN'S INITIALS

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Annexure 1

VOTING RESULTS OF ADJOURNED 25TH ANNUAL GENERAL MEETING OF PRAJAY ENGINEERS SYNDICATE LIMITED, HELD ON MONDAY THE 07TH OCTOBER, 2019:

CS M Ramana Reddy, P.S Rao & Associates, Practicing Company Secretaries, was appointed as a Scrutinizer conducted the poll and after closing the poll process took the custody of the polling boxes.

The Chairman further informed that combined results of remote e-voting and Poll at the venue of the meeting would be announced and displayed on the website of the company, M/s Venture Capital and Corporate Investments Private Limited (RTA) and Website of the Stock Exchanges (BSE &NSE).

The Chairman then thanked the members for their participation and announced formal closure of the Adjourned 25th Annual General Meeting of the Company.

The Results of E-voting (Attached as Annexure 1) was declared on 8th October, 2019 based on the Scrutinizers Report dated 8th October, 2019.

The Consolidated Results as per the Scrutinizers' Report dated 8th October, 2019 are as follows:

Resolution 1:		To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the report of the Board of Directors and Statutory Auditors thereon.						
Resolution Required: (ordinary/Special)		Ordinary						
Whether Promoter/ Promoter Group are Interested in the agenda/ Resolution ?		No						
Category	Mode of Voting	No of Shares Held	No. of Votes Polled	% of votes polled on outstanding Shares	No. Votes- In Favour	No. of votes- against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter & Promoter Group	E Voting	22988018	4912703	21.37	0	4912703	0.00	21.37
	Poll		18075015	78.63	18075015	0	78.63	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0
	Total		22987718	100.00	18075015	4912703	78.63	21.37
Public Institutions	E Voting	1000	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total		0	0	0	0	0	0.00

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	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total		9058304	19.29	2528042	6530262	27.91	72.09
TOTAL	E Voting		11890464	0.00	447499	11442965	0.00	0.00
	Poll		20155558	0.00	20155558	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0.00	0	0.00	0.00
	Total	69935791	32046022	45.82	20603057	11442965	64.29	35.71
whether resolution is passed or not								Passed

Resolution 2:		To appoint a Director in place of Mr. Rohit Reddy Dantapalli, (holding DIN :07560450) who retires by rotation, and being eligible offers himself for re-appointment.						
Resolution Required: (ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group are Interested in the agenda/ Resolution ?		Yes						
Category	Mode of Voting	No of Shares Held	No. of Votes Polled	% of votes polled on outstanding Shares	No. Votes- In Favour	No. of votes- against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter & Promoter Group	E Voting	22988018	4912703	21.37	0	4912703	0.00	21.37
	Poll		18075015	78.63	18075015	0	78.63	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0
	Total		22987718	100.00	18075015	4912703	78.63	21.37
Public Institutions	E Voting	1000	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total		0	0	0	0	0.00	0.00
Public -Non Institutions	E Voting	46946773	6977761	14.86	440849	6536912	6.32	93.68
	Poll		2080543	0.00	2080543	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total		9058304	14.86	2521392	6536912	27.84	72.16
TOTAL	E Voting		11890464	0.00	440849	11449615	0.00	0.00
	Poll		20155558	0.00	20155558	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0.00	0	0.00	0.00
	Total	69935791	32046022	45.82	20596407	11449615	64.27	35.73
whether resolution is passed or not								Passed

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CHAIRMAN'S INITIALS

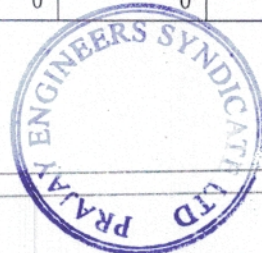
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Resolution 3:		Regularisation of appointment of Mr. Vijaysen Reddy Dantapalli, as a Director of the Company						
Resolution Required: (ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group are Interested in the agenda/ Resolution ?		Yes						
Category	Mode of Voting	No of Shares Held	No. of Votes Polled	% of votes polled on outstanding Shares	No. Votes- In Favour	No. of votes- against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter & Promoter Group	E Voting	22988018	4912703	21.37	0	4912703	0.00	21.37
	Poll		18075015	78.63	18075015	0	78.63	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0
	Total		22987718	100.00	18075015	4912703	78.63	21.37
Public Institutions	E Voting	1000	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total		0	0	0	0	0.00	0.00
Public -Non Institutions	E Voting	46946773	6977761	14.86	440849	6536912	6.32	93.68
	Poll		2080543	0.00	2080543	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total		9058304	14.86	2521392	6536912	27.84	72.16
TOTAL	E Voting		11890464	0.00	440849	11449615	0.00	0.00
	Poll		20155558	0.00	20155558	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0.00	0	0.00	0.00
	Total		69935791	32046022	45.82	20596407	11449615	64.27
whether resolution is passed or not								Passed

Resolution 4:		To approve the appointment of Mr. Vijaysen Reddy Dantapalli as a Managing Director of the Company.						
Resolution Required: (ordinary/Special)		Ordinary						
Whether Promoter/ Promoter Group are Interested in the agenda/ Resolution ?		Yes						
Category	Mode of Voting	No of Shares Held	No. of Votes Polled	% of votes polled on outstanding Shares	No. Votes- In Favour	No. of votes- against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter & Promoter Group	E Voting	22988018	4912703	21.37	0	4912703	0.00	21.37
	Poll		18075015	78.63	18075015	0	78.63	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0
	Total		22987718	100.00	18075015	4912703	78.63	21.37
Public Institutions	E Voting	1000	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00

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CHAIRMAN'S INITIALS

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	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total	0	0	0	0	0	0.00	0.00
Public -Non Institutions	E Voting	46946773	6977761	14.86	440849	6536912	6.32	93.68
	Poll		2080543	0.00	2080543	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total		9058304	14.86	2521392	6536912	27.84	72.16
TOTAL	E Voting		11890464	0.00	440849	11449615	0.00	0.00
	Poll		20155558	0.00	20155558	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0.00	0	0.00	0.00
	Total	69935791	32046022	45.82	20596407	11449615	64.27	35.73
whether resolution is passed or not								Passed

Resolution 5: Appointment of Mr. L. Jaya Simha Reddy, as an Independent Director of the Company.

Resolution Required: (ordinary/Special) Ordinary

Whether Promoter/Promoter Group are Interested in the agenda/ Resolution ? No

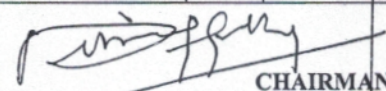
Category	Mode of Voting	No of Shares Held	No. of Votes Polled	% of votes polled on outstanding Shares	No. Votes-In Favour	No. of votes-against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter & Promoter Group	E Voting	22988018	4912703	21.37	0	4912703	0.00	21.37
	Poll		18075015	78.63	18075015	0	78.63	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0
	Total		22987718	100.00	18075015	4912703	78.63	21.37
Public Institutions	E Voting	1000	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total		0	0	0	0	0.00	0.00
Public -Non Institutions	E Voting	46946773	6977761	14.86	440849	6536912	6.32	93.68
	Poll		2080543	0.00	2080543	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	Total		9058304	14.86	2521392	6536912	27.84	72.16
TOTAL	E Voting		11890464	0.00	440849	11449615	0.00	0.00
	Poll		20155558	0.00	20155558	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0.00	0	0.00	0.00
	Total	69935791	32046022	45.82	20596407	11449615	64.27	35.73

whether resolution is passed or not Passed

Place: Hyderabad
Date:08.10.2018






CHAIRMAN

CHAIRMAN'S INITIALS