

PRAJAY

Date: 30-05-2022

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, 2022

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

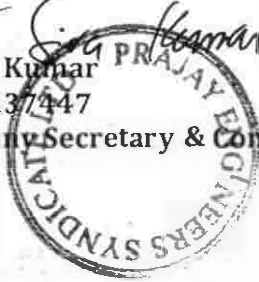
With reference to the above Subject Matter and in compliance with the same, please find enclosed herewith Annual Secretarial Compliance Report for the year ended 31st March, 2022 issued by CS M. Ramana Reddy [Membership No.F11891, COP:18415], M/s P.S. Rao & Associates, Practicing Company Secretaries, Hyderabad, the Secretarial Auditor of the Company.

This is for your information and record.

Yours faithfully,

For Prajay Engineers Syndicate Limited

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



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



P. S. Rao & Associates

Company Secretaries

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Dwarakapuri Colony, Punjagutta, Hyderabad 500081, Telangana, Tele-*

Fax: 040-23352185/6

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.

Annual Secretarial Compliance Report for the Financial Year 2021-22

Sir/Madam,

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.

For P. S. Rao & Associates


Place: Hyderabad

Date: 30-05-2022

UDIN:F011891D000426162

PR: 710/2020




M Ramana Reddy
Partner
FCS-11891
CP No.18415

- (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)**
- (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:-

Compliance Requirement	Deviations	Observations/Remarks
Section 152 of Companies Act 2013 read with Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014	Non-compliance with the filing requirements pertaining to the appointment of the Independent Director (Woman Director).	The company appointed Independent Director (Woman Director) w.e.f. 30.12.2020 with the approval of the shareholders in the 26 th Annual General Meeting of the Company (AGM). However, the filing with MCA w.r.t to the aforesaid appointment has not been made.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/ Guidelines issued thereunder in so far 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:

S. No.	Compliance Requirement Deviations	Observations made in the Secretarial Compliance Report for the F.Y. 2020-21	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<i>Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Delayed submission of audited financial results (both standalone and consolidated) for the quarter and year ended March 31, 2020 in prescribed format on account of erroneous submission of limited audit report instead of Auditor Report (for both standalone and consolidated) on the said results.</i>	The Company has submitted the audited financial results for the quarter and year ended March 31, 2020 to the stock exchanges as approved by board of directors on 31.07.2020 with the limited review report, consequently the stock exchanges (BSE and NSE) has not taken on record of the said results for the reasons - LRR submitted instead of AR for standalone and consolidated - and has been treated as non-compliance under applicable listing regulations i.e., SEBI (LODR) Regulations, 2015 and/or SEBI Circulars.	BSE by its Mail dated 18.08.2020 imposed Fine of Rs. 5,000 per day till the date of compliance - as on August 18, 2020 and NSE vide Letter dated NSE/LIST-SOP/REG33/FINE S/101661 imposed a Fine Rs. 5,000 per day till the date of compliance as on August 18, 2020.	The Company has paid the fines imposed by the Exchange and submitted the aforesaid results (both standalone and consolidated) with Audit Report on 19 th August, 2020.
	<i>Regulation 17 of SEBI (Listing Obligations and Disclosure</i>	The company has not filled the vacancy of woman director within	BSE imposed a Fine Rs. 2,000 per day vide mail	The Company has the paid the fine imposed by the

M. Rao & Associates



<p><i>Requirements)</i> <i>Regulations, 2015</i> - Non-compliance with the requirements pertaining to the composition of the Board with respect to no. of independent directors including failure to appoint woman director.</p>	<p>the prescribed time period consequently not complied the applicable provisions of listing regulations w.r.t., composition of Board - with respect to no. of independent directors including failure to appoint woman director. The position of Woman Director was vacant w.e.f. 26.02.2020 to till 29.12.2020 i.e., for the Quarters ended 30.06.2020 and 30.09.2020.</p>	<p>dated 15.02.2021. (computed till quarter ended December 31, 2020) NSE: NSE/LIST-SOP /COMB /FINES/0814 dated 15.02.2021- Fine Rs. 2,000 per day.</p>	<p>stock exchanges. The company appointed woman Director w.e.f. 30.12.2020 with the approval of the shareholders in the 26th Annual General Meeting of the Company (AGM).</p>
<p>Regulation 25(6) of SEBI (Listing Obligations and Disclosure Requirements) 2015 Filling of the vacancy of independent director office (caused by resignation) within prescribed time period</p>	<p>The position of Independent Director was vacant w.e.f. 26.02.2020 to till 29.12.2020 i.e., for the Quarters ended 30.06.2020 and 30.09.2020.</p>	<p>Fine imposed by the Exchange(s) in this regard - Nil.</p>	<p>The company appointed independent Director w.e.f. 30.12.2020 with the approval of the shareholders in the 26th Annual General Meeting of the Company (AGM).</p>

For P. S. Rao & Associates

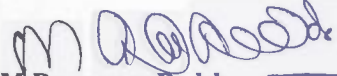
Place: Hyderabad

Date: 30-05-2022

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M Ranjana Reddy
Partner
FCS-11891
CP No.18415