

PRAJAY

Date: 30/06/2021

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, 2021

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, 2021 issued by CS M. Ramana Reddy, Practicing Company Secretary, Hyderabad [Membership No.37864, COP:18415], the Secretarial Auditor of the Company.

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 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



M Ramana Reddy

Practicing Company Secretary

Address: F. No.403, Nirmal Tower 200, Dwarkapuri Colony,
Punjagutta, Hyderabad -500082, TG. Phone: 9059779006

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 2020-21

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: 30-06-2021

UDIN:A037864C000547890


CSM.Ramana Reddy

Practicing Company Secretary

M.No.37864

C P No:18415

M. RAMANA REDDY
Practicing Company Secretary
M. No.: 37864 C.P. No.: 18415



M Ramana Reddy

Practicing Company Secretary

Address: F. No.403, Nirmal Tower 200, Dwarkapuri Colony,
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ANNUAL SECRETARIAL COMPLIANCE REPORT OF "PRAJAY ENGINEERS SYNDICATE LTD" (THE COMPANY) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

I, CS M Ramana Reddy, Practicing Company Secretary, 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, 2021 ("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;

M. RAMANA REDDY
Practicing Company Secretary
M. No.: 37864 CPNo.: 1134 15

- (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:-

S. 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 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	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



M. RAMANA REDDY
Practicing Company Secretary
M. No.: 37864 C.P. No.: 18415

		<p>SEBI Circulars.</p> <p>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/FINES/101661 imposed a Fine Rs. 5,000 per day till the date of compliance as on August 18, 2020.</p> <p>However, the Company has paid the aforesaid fines and submitted the aforesaid results (both standalone and consolidated) with Audit Report on 19th August, 2020.</p>
Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	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>The company has not filled the vacancy of woman director within 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. The Stock Exchanges fine(s) as mentioned below:</p> <p>BSE - Fine Rs. 2,000 per day vide mail dated 15.02.2021. (computed till quarter ended December 31, 2020)</p> <p>NSE: NSE/LIST-SOP /COMB /FINES/0814 dated</p>

M Ramana Reddy

			15.02.2021 - Fine Rs. 2,000 per day. The Company has the paid the fine imposed by the stock exchanges. The company appointed 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).
	Regulation 25(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Filling of the vacancy of independent director office (caused by resignation) within prescribed time period	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. The company appointed independent Director w.e.f. 30.12.2020 with the approval of the shareholders in the 26 th Annual General Meeting of the Company (AGM). Fine imposed by the Exchange(s) in this regard - 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.

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 above.

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

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the


M. RAMANA REDDY
Practicing Company Secretary
M. No.: 37864 C.P. No.: 18415

		March-2021.	listed entity
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 submitted the Audited Financial Results (both Standalone and Consolidated) for the quarter and financial year ended 31 st March, 2019 on 14th August, 2019. The Exchanges(s) imposed the fine as stated in our previous report. However, the exchanges subsequently waived the fine.

Place: Hyderabad

Date: 30-06-2021

UDIN:A037864C000547890


CSM. Ramana Reddy
Practicing Company Secretary
M.No.37864
C P No:18415

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