

PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2015 AT PRAJAY CORPORATE HOUSE, CHIKOTI GARDENS, BEGUMPET, HYDERABAD - 500 016 AT 3.00 P.M.

As per the attendance register 33 shareholders were present in person and 10 shareholders were present through proxy.

The following were also present at the meeting:

Directors present

- | | |
|-----------------------------|--|
| 1. Sri D.Vijay Sen Reddy | Managing Director |
| 2. Sri K. Ravi Kumar | Director - Technical |
| 3. Sri Sumit Sen | Director - Marketing & Sales |
| 4. Sri Vijay Kishore Mishra | Ind. Director (Audit Committee Chairman) |

Auditors:

- | | |
|--------------------|---------------------|
| 1. Sri S.V. Rangan | Statutory Auditor |
| 2. P. Konda Reddy | Secretarial Auditor |

In attendance:

- | | |
|-------------------------|-------------------|
| 1. Sri P. Bhaskara Rao | CFO |
| 2. Ms. D. Madhavi Latha | Company Secretary |

1. The meeting was chaired by Mr. D. Vijay Sen Reddy, Chairman & Managing Director of the company. After being confirmed by the Company Secretary about the presence of quorum, the chairman called the meeting to order and welcomed the members present at the meeting.
2. While inviting directors on the dais, the chairman informed the members that Mr. N. Nageshwara Rao, Mr. M. Raja Gopala Reddy, Mr. S.K. Rudresh and Mrs. V. Padma could not attend the meeting due to personal obligations and expressed their inability to attend the meeting over phone and granted leave of absence to them.
3. Chairman mentioned that the Register of Directors & Key Management Personnel as per Sec. 170 of the Companies Act, 2013, Scrutinizer's Report and Register of Members were available at the meeting. Accordingly, Registers & Reports were produced at the commencement of the meeting and remained opened and accessible throughout the meeting.

Prajay Engineers Syndicate Limited

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www.prajayengineers.com

CIN: L45200TG1994PLC017384

4. The Chairman gave an overview of the financial performance of the company for the financial year 2014-15 and its' future outlook in his speech and a detailed note on the status of various projects of the company.
5. The chairman thereafter, invited all the members to express their views / queries, if any, on the annual report and accounts of the company and answered all the queries raised by the shareholders.
6. The chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the relevant rules; the company had provided electronic voting facility to members of the Company in respect of business to be transacted at the 21st Annual General Meeting. The e-voting period commenced on 26.9.2015 at 9.00 A.M. and ended on 29.9.2015 at 5.00 P.M. The cut-off date for determining the members who are entitled to vote through e-voting as well as at the meeting was 23.9.2015.
7. The Chairman also informed the members about the Ballot papers for voting at the AGM to enable those shareholders holding shares as on the cut-off date and who did not cast their votes through e-voting.
8. The Chairman further informed the members that, members who have casted vote through e-voting shall not be entitled to cast their vote again and if at all done, it shall be invalid.
9. The Chairman informed the members about the appointment of Mr. D. Raghavendar Rao, Practicing Company Secretary as the Scrutinizer for scrutinizing the process of e-voting and ballot voting in a fair and transparent manner.
10. The Chairman further informed the members that the scrutinizer will submit his consolidated report on the results of electronic voting and ballot voting not later than 3 days from the conclusion of the meeting.
11. The chairman then took up the agenda items for discussion and with the permission of shareholders the Notice, Financial Statements, standalone and consolidated, Auditors' Report and Directors' Report thereon were taken as read.
12. Thereafter, the following resolutions were placed before the members for their approval through poll:

Ordinary business:

1. Adoption of Audited Balance Sheet as at March 31, 2015, the Profit and Loss account of the company for the year ended as on that date, both stand alone and consolidated, together with Directors' Report and Auditor's Report thereon (Ordinary Resolution).

Proposed by Mr. Praful Chawda (IN350394-10144803) and seconded by Mr. Simhadri (1203070000195141).

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PRAJAY

2. Re-appointment of Mr. Sumit Sen (DIN-01028417) as director of the, liable to retire by rotation (Ordinary Resolution).

Proposed by Mr. M.V.V.S.Appa Rao (1204810000054951) and seconded by Mr. Kapil Sharma (IN301022-21509867).

3. Ratification of appointment of Mr. S.V. Rangan, Chartered Accountant, Secunderabad (M. No. 022037) as Statutory Auditor of the company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting and to authorize the board to fix his remuneration (Ordinary Resolution).

Proposed by Mrs. P. Purnima (IN300239-11285245) and seconded by Mr. P. Simhadri (1203070000195141).

Special business:

4. Appointment of Mrs. V. Padma as independent director for 5 years, not liable to retire by rotation (Ordinary Resolution).

Proposed by Mrs. D. Sharmila Reddy (IN301022-21067138) and seconded by Mrs. P. Purnima (IN300239-11285245).

5. Re-appointment of Mr. Sumit Sen (DIN-01028417) as whole time director of the company for 2 years and to fix his remuneration (Special Resolution).

Proposed by Mr. Praful Chawda (IN350394-10144803) and seconded by Mr. Simhadri (1203070000195141).

6. Re-appointment of Mr. D. Vijay Sen Reddy (DIN-00291185) as Managing Director of the company for 2 years and to fix his remuneration (special resolution).

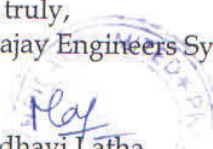
Proposed by Mr. Praful Chawda (IN350394-10144803) and seconded by Mr. Kapil Sharma (IN301022-21509867).

13. Thereafter the chairman informed the members that the combined results of e-voting and ballot will be notified to the Stock Exchanges and will also be posted on the company's website not later than 3 days of the conclusion of the meeting.

14. Thereafter, the meeting concluded with a vote of thanks.

Thanking you,

Yours truly,
For Prajay Engineers Syndicate Limited


D. Madhavi Latha
Company Secretary

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