

25th July, 2016

The Manager
Dept. of Corporate Services
Bombay Stock Exchange Limited
Mumbai

Dear Sir / Madam,

Sub.: Submission of Notice of AGM - reg.
Ref.: Prajay Engineers Syndicate Limited, Scrip Code: 531746


Pursuant to the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Notice of Annual General Meeting of the Company for the financial year 2015-16 scheduled to be held on Tuesday, 16th August, 2016 at Begumpet, Hyderabad 500016.

The above is also uploaded on the company's website along with Full Annual Report.

This is for your information and records.

Thanking you,

Yours truly,
For Prajay Engineers Syndicate Limited


D. Madhavi Latha
Company Secretary

Encl.: As above.

Prajay Engineers Syndicate Limited

▲ Regd. Office : 8-2-293/82/A, Plot No. # 1091
Road No. # 41, Near Peddamma Temple
- Jubilee Hills, Hyderabad - 500 033
Phone: 040-66 222 999, Fax: 040-66 222 966

▲ E-mail: : info@prajayengineers.com

www.prajayengineers.com

CIN: L45200TG1994PLC017384

Notice

Notice is hereby given that the Twenty Second Annual General Meeting of Prajay Engineers Syndicate Limited will be held on Tuesday, the 16th day of August, 2016 at 3.00 P.M. at Prajay Corporate House, 1-10-63 & 64, Chikoti Gardens, Begumpet, Hyderabad – 500016 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. D. Vijay Sen Reddy (DIN-00291185) who retires by rotation and being eligible offers himself for re-appointment.
3. To approve the appointment of Statutory Auditors in casual vacancy (for the F.Y. 2015-16) and in this regard, to pass , with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of Audit Committee, M/s. Meenavalli & Associates, Chartered Accountants (Firm M.No.012208S) Hyderabad, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Mr. S.V. Rangan, Chartered Accountant, Secunderabad and to conduct the Statutory Audit for the period ended 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

4. To appoint Statutory Auditors and to authorise the board to fix their remuneration and for that purpose to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 & 142 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of Audit Committee, M/s. Meenavalli & Associates, Chartered Accountants, Hyderabad, bearing Firm Registration No. 012208S, be and are hereby appointed as Statutory Auditors of the Company for 4 years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 26th Annual General Meeting of the company (subject to ratification at every subsequent Annual General Meeting).

RESOLVED FURTHER THAT the Board of Directors, or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment, remuneration of the Statutory Auditors and out of pocket expenses as may be incurred by them during the course of audit.”

SPECIAL BUSINESS:

5. To appoint Mrs. K. Padmaja (DIN-07543055) as Independent Director of the Company and in this regard, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sec. 149, 152 and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. K. Padmaja (DIN-07543055), be and is hereby appointed as an Independent Director of the company to hold office for a term of 5 years with effect from the date of this AGM i.e. 16.08.2016 and whose period of office shall not be liable to retire by rotation.”

6. To approve transactions with related parties and in this regard, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) / re-enactment thereof for the time being in force) and the rules made there under and Related Party Transactions Policy of the Company, confirmation and approval of the shareholders be and is hereby accorded to the existing material contracts / arrangements / transactions entered into by the Company with related parties given at Note No.34B to the stand alone financial statements.

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded to the Board of Directors to enter into contracts / arrangements / transactions with the related parties, which may exceed the materiality threshold by an aggregate amount not exceeding Rs. 1,000 crores individually and / or collectively.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

By order of the board of Directors
of **Prajay Engineers Syndicate Limited**

Sd/-

D. Vijay Sen Reddy
Chairman & Managing Director

Place : Hyderabad
Date : 14th July, 2016

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3-6 of the Notice, is annexed hereto.

2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the persons seeking re-appointment/ appointment as Directors under Item No. 2 & 5 of the Notice are given in the report on corporate governance.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.

4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution authority, as applicable together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

6. The Register of Members and Share Transfer Books of the Company will remain closed from 9.8.2016 (Tuesday) to 16.8.2016 (Tuesday) both days inclusive.

7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Transfer Agents, Karvy Computershare Private Limited (KCPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to KCPL.

The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to KCPL.

8. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or KCPL for assistance in this regard.

9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 10. Members are requested to bring their copy of the Annual Report with them at the AGM and also bring the attendance slip duly filled and signed and submit at the entrance of the venue.
 11. Members, who wish to obtain any information on the Company or view the accounts for the Financial Year ended March 31, 2016 may visit the Company's website or send their queries at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company.
 12. The route map showing directions to reach the venue of the 22nd AGM is annexed.
 13. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / KCPL. Members are requested to provide their e-mail address through SMS along with DP ID/Client ID to +91 9949736675 / email at investorrelations@prajayengineers.com / einward.ris@karvy.com and ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
 14. Members are requested to send all their communication relating to transfer, transmission, dividend, Demat etc. of shares (Physical and Electronic) to the Company's Registrar and Share Transfer agents at the following address:
M/s Karvy Computershare Private Limited
Unit: Prajay Engineers Syndicate Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District,
Nanakramguda, Hyderabad – 500 032. Tel. Nos.: 040-67161606 Email Id: einward.ris@karvy.com
 15. All documents referred to in the notice and explanatory statements are open for inspection at the Registered Office of the Company on all working days from 10.00 A.M. to 1.00 P.M. up to the date of the meeting.
 16. Electronic copy of the 22nd Annual Report ,Notice along with the attendance slip and Proxy form is being sent to all the members whose email address are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
Members are entitled to receive the said Annual Report & Notice in physical form upon sending a request in writing to the Company's registered office and / or sending an email to investorrelations@prajayengineers.com
Members whose email address is not registered, a physical copy of the said Annual Report and Notice is being dispatched in the permitted mode.
 17. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for FY 2015-16 will also be available on the Company's website at www.prajayengineers.com in a downloadable format.
 18. **Voting through electronic means:**
In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per Regulation 44 of SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members, facility to exercise their right to vote on the resolutions proposed to be considered at the 22nd AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote e-voting). The remote e-voting facility is made available by Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited ('KCPL' or 'Karvy') and is available at the link <https://evoting.karvy.com>.
The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- General instructions:**
- i. The e-voting period will commence from 9.00 A.M. on Friday, 12th August, 2016 and will end at 5.00 P.M. on Monday, 15th August, 2016.
 - ii. The persons who have become Members of the Company after the dispatch of the Notice and Annual Report and their names appear in the Register of Members/List of Beneficial owners as on the Cutoff date may contact the Registrars & Share Transfer Agents to obtain the Notice of AGM and the login id and password for casting vote electronically or may cast their vote through physical ballot at the AGM. The Cut-off date for the purpose of remote e-voting is Monday, the 8th August, 2016.
 - iii. Mr. D. Raghavendar Rao, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- iv. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs along with physical copy of the Annual Report. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants, are being forwarded the login ID and password for e-voting along with process, manner and instructions by email.
19. Once the vote on a resolution is cast by a shareholder, the Shareholders shall not be allowed to change it subsequently. Further, the Shareholders who have cast their vote electronically shall not be allowed to vote again at the AGM.
20. In case of members who are entitled to vote but have not exercised their right to vote by electronic means, the chairman may offer an opportunity to such members to vote at the meeting for all businesses specified in the accompanying notice. If a member casts votes by both the modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
21. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against if any, forthwith to the Chairman of the meeting
22. The results declared along with the scrutinizers' report (s) will be available on the website of the company at www.prajayengineers.com and on Karvy's website at <https://evoting.karvy.com> within two (2) days of passing of the resolutions and communication of the same be sent to the BSE Limited and NSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Mr. S.V. Rangan, Chartered Accountant, Secunderabad has resigned on 13.5.2016 from the post of Statutory Auditor of the Company. A casual vacancy has arisen due to his resignation.

Pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and in order to complete the audit of the accounts of the company for the FY 2015-16 and based on the recommendations of the Audit Committee, the Board has appointed M/s. Meenavalli & Associates, Chartered Accountants, Hyderabad, (FRN: ICAI-012208S) as Statutory Auditors of the company at its board meeting held on 19.5.2016.

As per the provisions of Sec. 139(8) of Companies Act, 2013, in case a casual vacancy arises as a result of resignation of an existing auditor, the Board of Directors of the Company can fill up such casual vacancy within 30 days from such vacancy subject to the approval of shareholders within 3 months from the date of such appointment.

Therefore, the Board of Directors, recommends the Ordinary Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No.4

The Auditors M/s. Meenavalli & Associates, Chartered Accountants, Hyderabad, (FRN: ICAI-012208S) appointed as statutory auditors to fill the casual vacancy, have confirmed that they are eligible to be appointed as Statutory Auditors of the company as per the provisions of Sec. 139(2) of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and fulfill the requirements of 141 of the said Act, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The company has received necessary certificate and written consent from M/s. Meenavalli & Associates stating that their appointment, if made, shall be in accordance with the conditions as prescribed under the said Act and the rules made there under.

Your Directors, therefore, recommend the Ordinary Resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 5: Appointment of Mrs. K. Padmaja as Independent Director

Mrs. V. Padma (DIN-07145633), Independent woman Director has resigned to her office of directorship on 14.6.2016 effective from 1.7.2016. The Board of Directors, on the recommendations of the Nomination and Remuneration Committee, appointed Mrs. K. Padmaja (DIN-07543055) as Additional Director (in capacity of Independent Director) at its meeting held on 14.6.2016 under section 161 of the Companies Act, 2013 and Regulation 25(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. K. Padmaja (DIN-07543055) meets the criteria of independence as required under the provisions of Sec. 149 of the Companies Act, 2013, possesses required skills and more than 25 years of experience in the fields of accounts and taxation.

Pursuant to the provisions of section 160 of the Act, a notice has been received from a shareholder signifying her intention to propose the appointment of Mrs. K. Padmaja along with a deposit of Rs.1,00,000 (Rupees one lakh) as required under the aforesaid section.

The names of companies and the committees in which Mrs. K. Padmaja is a director/member, the letter of appointment and terms and conditions of the appointment are available for inspection at the registered office of the company during normal business hours.

Except Mrs. K. Padmaja, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

Your Directors, therefore, recommend the ordinary resolution for your approval.

Item No. 6

Your Company is primarily engaged in the business of development and sale of residential, commercial and retail properties. Some of the businesses are being operated through subsidiaries, joint ventures, associates, etc. The funding obligations of such entities are partially met out of the Company's cash flows.

In addition thereto, the Company also provides security(ies) and corporate guarantee(s) to secure the borrowings and other facilities being availed by subsidiary(ies)/joint venture(s)/associate(s). In certain cases, such subsidiaries/

joint ventures/associates have also extended security of their movable and/ or immovable assets to secure the borrowings/financial assistance availed by the Company.

In addition to the above, certain other transactions such as leasing, management services, building maintenance services, sale/purchase of material, transfer of rights, construction costs, etc. are also entered into by the Company.

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all existing material related party contracts or arrangements (in excess of 10% of consolidated turnover of the Company as per the last audited financial statements) entered into prior to the date of notification of these regulations (2.9.2015) and which may continue beyond such date shall be placed for the approval of the shareholders in the first general meeting subsequent to notification of these regulations by way of special resolution except transactions with 100% owned subsidiary(ies) whose accounts are consolidated with the Company and are placed before the shareholders for approval.

The Company has existing contracts or arrangements with Subsidiaries, Associates and related parties as detailed in Form AOC 2 (attachment to the Directors' Report) and at Note No. 34B to stand alone audited financial statements.

As these are ongoing transactions, it is difficult to specifically assess the total value of such transactions at this stage, however, it is expected that the aggregate value of all such transactions together would be approx. Rs. 200 crores on an annual basis for the entire duration of such contracts/arrangements. These would include both sums payable from the Company to these related party entities and vice-versa.

Going forward and in the ordinary course of business, the Company may enter into new transactions of similar nature i.e. lending, providing and receiving corporate guarantee(s) and security(ies) for existing/ new credit facility(ies), leasing, management service(s), building maintenance service(s), sale/ purchase of material, transfer of right(s), construction cost(s), etc., with the aforesaid related party entities, which may exceed the materiality threshold by an amount not exceeding an aggregate value of Rs. 1000 crores individually and/or collectively. A significant proportion of this amount would comprise providing/availing of corporate guarantee(s) and/or security(ies).

Since some of the above transactions are not fixed for any particular term, it is not possible for the Company to ascribe an explicit monetary value to such transactions. However, approval of the Audit Committee and/or Board, wherever required, shall be obtained in terms of the provisions of the Companies Act, 2013 and Listing Agreement/ Regulations.

The approval of the shareholders is being sought by way of a special resolution in respect of the existing contracts / arrangements. Further, approval is also being sought for the proposed material transactions in a proactive manner.

The contracts/arrangements/ transactions with the above entities are necessary in the ordinary course and have a significant role in the Company's operations. Therefore, the Board of Directors recommend the resolution as set out at item no. 6 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 6 except to the extent of their directorship and shareholding in respective related party(ies).

By order of the board of Directors
of **Prajay Engineers Syndicate Limited**

Sd/-

D. Vijay Sen Reddy
Chairman & Managing Director

Place : Hyderabad
Date : 14th July, 2016