

27th September, 2017

The Dy. General Manager Dept. of Corporate Services BSE Limited 1 st 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: PRAENG ISIN No: INE505C01016

Dear Sir/Madam,

Sub.: proceedings of 23rd Annual General Meeting held on 27th September, 2017- reg.

Pursuant to regulation 30 of SEBI (LODR) Regulations, 2015, we would like to inform you that members of Prajay engineers syndicate limited in their duly called and convened 23rd annual general meeting held on Wednesday, 27th September, 2017 at Hotel Woodbridge, A.C. Guards, Lakadikapul, Hyderabad - 500004 at 12.00 Noon transacted the business as set out in the AGM Notice.

Please find attached proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure.

The agenda items were transacted through e-voting and poll at the AGM as required under the provisions of Companies Act, 2013 and the rules made there under. The details of voting results will be submitted separately as required under Regulation 44(3) of SEBI (LODR) Regulations, 2015.

You are requested to take the same on your records.

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

PRAJAY

PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF PRAJAY ENGINEERS SYNDICATE LIMITED HELD ON WEDNESDAY, THE 27TH DAY OF SEPTEMBER, 2017 AT HOTEL WOODBRIDGE, A.C. GUARDS, LAKADIKAPUL, HYDERABAD - 500004 AT 12.00 NOON

As per the attendance register 84 Shareholders were present in person and 13 shareholders were present through proxy.

The following were also present at the meeting:

Directors:

- | | |
|-----------------------------|---|
| 1. Sri D.Vijay Sen Reddy | Chairman & 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 & Stakeholders' Relationship Committee Chairman) |
| 5. Mrs. K. Padmaja | Independent Director |

In attendance:

- | | |
|---------------------------|---|
| 1. Sri K. Peddabbai | Partner - Karumanchi & Associates, Statutory Auditors |
| 2. Sri D. Raghavendar Rao | Rep. of Secretarial Auditor -Ahalada Rao V & Associates |
| 3. Sri P. Bhaskara Rao | GM-Fin. - Accounts & CFO |
| 4. M. Shankar | Internal Auditor |
| 5. 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 shareholders to the 23rd Annual General Meeting of the Company.
2. While inviting directors on the dais, the chairman informed the members that Mr. N. Nageshwara Rao and Mr. S.K. Rudresh 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 informed the members that the Register of Directors & Key Management Personnel, Register of Members, Proxy Register and Register of Contracts in which Directors are interested are were kept open at the venue of the AGM were made accessible to the members throughout the meeting.

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4. The Chairman gave an overview of the financial performance of the company for the financial year 2016-17 and its' future outlook in his speech and a detailed note on the status of various projects of the company.
5. The chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read the relevant rules; the company had provided electronic voting facility to members of the Company in respect of business to be transacted at the 23rd Annual General Meeting. The e-voting period commenced on 23.09.2017 at 9.00 A.M. and ended on 26.09.2017 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 20.09.2017.
6. 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 have not cast their votes through e-voting.
7. The Chairman further informed the members that, members who have cast vote through e-voting shall not be entitled to cast their vote again and if at all done, it shall be invalid.
8. The Chairman informed the members about the appointment of Mr. P. Narendar, Advocate as the Scrutinizer for scrutinizing the process of e-voting and ballot voting in a fair and transparent manner.
9. The chairman then took up the agenda items for discussion and with the permission of shareholders, the Notice of the AGM, Financial Statements (standalone and consolidated) Auditors' Report and Directors' Report thereon were taken as read.

The chairman then placed the following agenda items before the members for their approval through poll:

ORDINARY BUSINESS:

Item no. 1 - (Ordinary resolution): Adoption of

- a. The Audited Financial Statements of the Company for the year ended March 31, 2017, together with the Reports of the Board of Directors Auditors' thereon;
- b. The Audited Consolidated Financial Statements of the company for the year ended March 31, 2017 together with the Report of the auditors' thereon;

Item no. 3: (Ordinary Resolution) To Appoint M/s. Karumanchi & Associates, Chartered Accountants (Firm Regn. No. 001753S) as Statutory Auditors of the Company for 4 years and to authorise the board to fix their remuneration:

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SPECIAL BUSINESS:

Item no. 4: (Ordinary Resolution) To fix minimum fee for serving various documents on the members of the company:

Item no. 5: (Ordinary Resolution) To re-appoint Mr. D. Vijay Sen Reddy (DIN-00291185) as Managing Director for 3 years and to fix his remuneration:

Item no. 6: (Ordinary Resolution) To re-appoint Mr. K. Ravi Kumar (DIN-02789546) as Whole time Director for 3 years and to fix his remuneration:

Item no. 7: (Ordinary Resolution) To re-appoint Mr. Sumit Sen (DIN-01028417) as Whole time Director for 3 years and to fix his remuneration:

Item no. 8: (Special Resolution) To ratify the remuneration paid or payable to Mr. D. Vijay Sen Reddy (DIN-00291185) Managing Director for 2 years from 01.02.2015 to 31.01.2017:

Item no. 9: (Special Resolution) To ratify the remuneration paid or payable to Mr. K. Ravi Kumar (DIN-02789546), Whole Time Director for 3 years from 01.02.2014 to 31.01.2017:

Item no. 10: (Special Resolution) To ratify the remuneration paid or payable to Mr. Sumit Sen (DIN-01028417) Whole Time Director for 2 years from 01.02.2015 to 31.01.2017:

10. The chairman, thereafter, invited queries, views or suggestions, from the shareholders, on the Agenda items, if any. All the queries were answered to the satisfaction of the shareholders and the suggestion were noted by the management.

11. Thereafter, the Chairman informed the members that the poll is started and requested the scrutinizer to conduct the voting process. Mr. P. Narendar, Scrutinizer, conducted the entire voting process in a fair and transparent manner.

12. 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 48 hours of the conclusion of the meeting.

13. Thereafter, the meeting concluded with a vote of thanks to those present at 1.15 P.M.

Thanking you,

Yours truly,
For Prajay Engineers Syndicate Limited

D. Madhavi Latha
Company Secretary



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