

16th August, 2016

The Manager
Dept. of Corporate Services
National Stock Exchange of India Limited
Mumbai - 400051.

Dear Sir/Madam,

Sub.: Outcome of 22nd Annual General Meeting - reg.
Ref.: Prajay Engineers Syndicate Limited, Scrip Code: PRAENG

In continuation to our letter dated July 25, 2016, 22nd Annual General Meeting ('AGM') of the Company was held today and the business mentioned in the Notice dated July 14, 2016 were transacted.

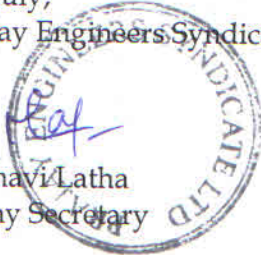
In this regard, please find enclosed the following-

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

This is for your information and records.
Thanking you,

Yours truly,
For Prajay Engineers Syndicate limited

D. Madhavi Latha
Company Secretary



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

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www.prajayengineers.com

CIN: L45200TG1994PLC017384



PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PRAJAY ENGINEERS SYNDICATE LIMITED HELD ON TUESDAY, THE 16TH DAY OF AUGUST, 2016 AT PRAJAY CORPORATE HOUSE, CHIKOTI GARDENS, BEGIMPET, HYDERABAD - 500 016 AT 3.00 P.M.

As per the attendance register 74 shareholders were present in person and 9 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 |

Auditors:

- | | |
|-----------------------|---|
| 1. Sri M. Machar Rao | Partner - Meenavalli & Associates, Statutory Auditors |
| 2. Sri P. Konda Reddy | Secretarial Auditor |

In attendance:

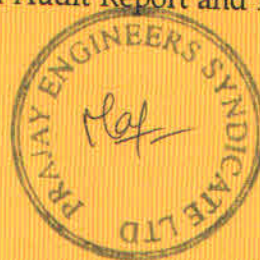
- | | |
|-------------------------|--------------------------|
| 1. Sri P. Bhaskara Rao | GM-Fin. - Accounts & CFO |
| 2. Ms. D. Madhavi Latha | Company Secretary |

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 shareholders to the 22nd Annual General Meeting of the Company.
2. While inviting directors on the dais, the chairman informed the members that Mr. N. Nageshwara Rao, Mr. M. Raja Gopala Reddy 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, Secretarial Audit Report and Register of

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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.

4. The Chairman gave an overview of the financial performance of the company for the financial year 2015-16 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 22nd Annual General Meeting. The e-voting period commenced on 12.08.2016 at 9.00 A.M. and ended on 15.08.2016 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 08.08.2016.
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 casted their votes through e-voting.
7. 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.
8. 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.
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:

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

- a. **The Audited Financial Statements of the Company for the year ended March 31, 2016, 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, 2016 together with the Report of the auditors' thereon;**

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Proposed by Shujath Ali Khan (IN301637- 41252082) and seconded by Shantilal C Shah (1203840000139995).

Item no. 2: (Ordinary resolution) - 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:

Proposed by K. Bharat Raj (1204880000141972) and seconded by Shujath Ali Khan (IN301637 - 41252082).

Item no. 3: (Ordinary resolution) To approve the appointment of M/s. Meenavalli & Associates, Chartered Accountants (Firm Regn. No. 12208S), Hyderabad as Statutory Auditors' in casual vacancy and to authorize the board to fix their remuneration:

Proposed by T. Jaya Bharathi (1201910102097415) and seconded by G. Srinivas (IN301774 - 11219548).

Item no. 4: (Ordinary resolution) To Appoint M/s. Meenavalli & Associates, Chartered Accountants (Firm Regn. No. 12208S) as Statutory Auditors of the Company for 4 years and to authorize the board to fix their remuneration:

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

Item no. 5: (Ordinary resolution) To appoint Mrs. K. Padmaja (DIN-07543055) as Independent Director of the Company for 5 years not liable to retire by rotation:

Proposed by Suresh Chand Jain (1205140000085968) and seconded by Kamal Kishore Jhawar (IN300239 - 11608345).

Item no.6: (Special resolution) To approve transactions with Related Parties:

Proposed by K. Bharat Raj (1204880000141972) and seconded by G. Srinivas (IN301774 - 11219548).

10. The chairman, thereafter, invited queries, views or suggestions, from the shareholders, on the Agenda items, if any. Some shareholders raised queries on the total debt of the company and the management's policy to reduce the same, future strategies on utilization of the land bank of the company and some shareholders appreciated the management's efforts in running the company efficiently and suggested to change the venue of the AGM

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for next year. 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. D. Raghavendra Rao, 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 2 days of the conclusion of the meeting.
13. Thereafter, the meeting concluded with a vote of thanks to those present.

Thanking you,

Yours truly,
For Prajay Engineers Syndicate Limited



D. Madhavi Latha
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