



P. S. Rao & Associates

Company Secretaries

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Annual Secretarial Compliance Report of PRAJAY ENGINEERS SYNDICATE LIMITED

("the listed entity")

for Financial Year Ended 31st March 2025

I, **M. Ramana Reddy, Practicing Company Secretary, Hyderabad**, have examined:

- (a) All the documents and records made available to us and explanation provided by **PRAJAY ENGINEERS SYNDICATE LIMITED ("the listed entity")**;
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended on **31 March 2025 ("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, and guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not attracted during the year under review);

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M. Ramana Reddy
30/3/2025

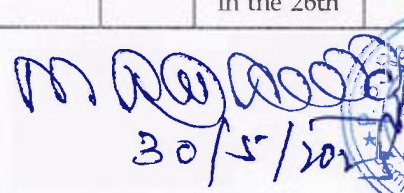



- e. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not attracted during the year under review);
- f. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not attracted during the year under review);
- g. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not attracted during the year under review);
- h. 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);
- i. Other regulations as applicable and Circulars/ guidelines issued thereunder

Based on the above examination, I/We hereby report that, during the Review Period:


- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	Regulation 17	Independent Director and Woman Director Appointment	-	NIL	Filing of e-form w.r.t. appointment & cessation		It is observed that the company appointed Independent Director (Woman Director) w.e.f. 30.12.2020 with the approval of the shareholders in the 26th	-	-


 30/5/2021



								made.		
3.	SEBI (PIT) Regulations, 2015	Regulation 3(5)	Maintenance of SDD	-	Nil	Maintenance of SDD		It is observed that company is not maintaining Structured Digital Database (SDD) as required under SEBI (PIT) regulation, 2015	-	-
4.	Companies Act 2013	Section 92	Annual Return	-	Nil	Non filing of Annual Returns (MGT-7)		Based on the records available on MCA portal, it is observed that MGT-7 for the FY 2023-24 is not filed with MCA.	-	-

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

M. Ramesh Babu
 30/5/2025


S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulations, 2015	Regulation 17	Independent Director and Woman Director Appointment	-	NIL	Filing of e-form w.r.t. appointment		It is observed that the company appointed Independent Director (Woman Director) w.e.f. 30.12.2020 with the approval of the shareholders in the 26th Annual General Meeting of the Company (AGM). However, the filing with MCA w.r.t to the aforesaid appointment has not been made.	Management informed they are in process of filing the e-forms in this regard	This non-compliance reported in previous report is still continuing. The Company has not taken any action.
2.	SEBI (PIT)	Regulation	Maintena	-	Nil	Maintenanc		It is observed	Manage	This

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	Regulations, 2015	n 3(5)	nce of SDD			e of SDD		that company is not maintaining Structured Digital Database (SDD) as required under SEBI (PIT) regulation, 2015	ment informed they are in process of maintaining the same	non-compliance reported in previous report is still continuing. The Company has not taken any action.
3.	Companies Act 2013	Section 92	Annual Return	-	Nil	Non filing of Annual Returns (MGT-7)		Based on the records available on MCA portal, it is observed that MGT-7 for the FY 2021-22 and FY 2022-23 is not filed with MCA.	-	This non-compliance reported in previous report. Company has filed MGT-7 for FY 2021-22 and 2022-23. However MGT-7 for FY 2023-24 is

2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	<p>No</p> <p>No</p>	<p>It was observed during our Audit process that, few policies are not updated in compliance with the amendments in the SEBI (LODR) Regulations, 2015.</p>
3.	<p>Maintenance and disclosures on the Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	<p>Yes</p> <p>No</p> <p>No</p>	<p>-</p> <p>It is observed that the dissemination of the documents & disclosures is not done in timeframe prescribed under SEBI LODR Regulations. Further, many disclosures are not updated at the website of the listed entity.</p> <p>It is observed that the link of the website is provided in the Corporate Governance Report instead of exact weblink for the relevant document.</p>
4.	<p>Disqualification of Director:</p> <p>None of the Directors(s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>As per the data available at MCA, none of the Directors are disqualified under Section 164 of the Companies, Act, 2013.</p>



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30/5/2015

			<p>However, it is observed on the MCA portal that the DIN of Mr. Raghavender Reddy Marpadaga (DIN: 06936544), and Ms. Mogulla Varsha Reddy (DIN: 08759838), Directors of Company are deactivated.</p> <p>Further, w.r.t., Independent Directors appointed in the Company, we were not made available the proof of registration with Independent Directors Data Bank. Therefore, we cannot comment of the eligibility of the Independent Directors appointed at the Board of the Company.</p>
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA No</p>	<p>The Company do not have any material subsidiary. Further, it is observed that the disclosures related to subsidiary is not disseminated on the website of the Company.</p>
6.	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and</p>	<p>No</p>	<p>We cannot comment on the maintenance of records as prescribed</p>

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	disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		under the SEBI regulations.
7.	Performance Evaluation: The listed entity has conducted a performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	No	We cannot comment on the Performance Evaluation being conducted, as we are not produced with the documentation to verify the same.
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	No No	We are not made available with any documents w.r.t. prior approval from the Audit Committee for all related party transactions. Hence, we cannot comment on the compliances of Related Party Transactions.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	We were not made available with the proceedings of board meeting/minutes. Therefore, we cannot comment if any information/disclosures as required under Regulation 30 read with Schedule III is not being disseminated to Exchange(s).
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	No	Company is not maintaining Structured Digital Database (SDD)

			as required under SEBI (PIT) Regulation, 2015.
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	NA	<p>As per the documents/ information/ details produced by the management of the Company, there is no instance wherein action is taken or the penalty is levied by exchange or SEBI on the Company, its promoters, directors, subsidiaries etc.</p> <p>However, the Company received email/notice from Exchange seeking clarification on the financial results submitted by the Company. The company has submitted the reply/response.</p>
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	<p>No event has occurred for the resignation of the auditor and hence, the existing auditor has duly signed the limited review/ audit report for all four quarters as well as the reporting</p>
12.	Additional Non-compliances, if any:	Yes	Additional non compliances are listed above in table (a)

We further, report that compliance related to the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations is not applicable to the Company.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For P. S. Rao and Associates



M Ramana Reddy

FCS No.:11891

C P No.18415

P.R. No.: 3572/2023

Place: Hyderabad

Date: 30.05.2025

UDIN: F011891G000507408