

Annual Report
2018 - 2019



Celebrity Villas - Shamirpet



Celebrity Resorts - Shamirpet



Fitbuzz



Prajay Water Front City Phase - II

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vijaysen Reddy Dantapalli	Chairman & Managing Director (from 26.04.2019)
Mr. Rohit Reddy Dantapalli	Director (up to 25.04.2019)
Mr. Ravi Kumar Kutikalapudi	Director
Mr. Raghavender Reddy Marpadaga	Independent Director
Mr. Jaya Simha Reddy Lingam	Independent Director
Mrs. Padmaja Kota	Independent Director

Corporate Identity Number

L45200TG1994PLC017384

Registered Office:

1-10-63 & 64, 5th Floor, Prajay Corporate House,
Chikoti Gardens, Begumpet,
Hyderabad - 500016, Telangana
Website: www.prajayengineers.com
Email: investorrelations@prajayengineers.com
pesl.cs@prajayengineers.com

Internal Auditor:

Mr. M. Shankar, B.com, MBA-Finance
Hyderabad

Secretarial Auditors:

Mr. M. Ramana Reddy
For and on behalf of M/s. P.S.Rao and Associates
Practicing Company Secretaries, Hyderabad.

Bankers:

Indian Overseas Bank, Secunderabad
State Bank of India, Hyderabad
The A.P Mahesh Co-operative Urban Bank Limited,
Hyderabad.
HDFC Bank, Hyderabad

Statutory Auditors:

M/s. Karumanchi & Associates
Chartered Accountants
Flat No.301, Swarga Nivas Enclave,
7-1-619/A, Behid HUDA Complex
Ameerpet, Hyderabad -500038

Registrar and Share Transfer Agents:

Karvy Fintech Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032
Phone: 040-67161606
Website: www.karvycomputershare.com
(up to 16-01-2019)

Venture Capital and Corporate Investments Private Limited. (from 17-01-2019)

12-10-167, Bharat Nagar
Hyderabad, 500018,
Phone : +91 040-23818475/23818476/23868023
Fax : +91 040-23868024
Website: www.vccipl.com
Email: info@vccilindia.com/info@vccipl.com

Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
Mr. Raghavender Reddy – Chairman	Mr. Raghavender Reddy – Chairman	Mr. Raghavender Reddy – Chairman	Mr. Raghavender Reddy – Chairman
Mrs. Padmaja Kota – Member	Mrs. Padmaja Kota – Member	Mrs. Padmaja Kota – Member	Mrs. Padmaja Kota – Member
Mr. L.Jaya Simha Reddy – Member	Mr. L.Jaya Simha Reddy – Member	Mr. L.Jaya Simha Reddy – Member	Mr. L.Jaya Simha Reddy – Member
Mr. K.Ravi Kumar – Member	Mr. D.Vijaysen Reddy - Member	Mr. D.Rohit Reddy – Member	Mr.D.Rohit Reddy – Member

PROFILE OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS:

Mr. Vijaysen Reddy Dantapalli, Chairman and Managing Director

Mr. Vijaysen Reddy Dantapalli, a Semi-qualified Chartered Accountant, has got more than 3 (Three) decades of rich and varied experience in the construction industry. Mr. Reddy's rich experience drives the successful completion of projects at Prajay. He is also involved with the expansion strategy of the Company and is entrusted with the responsibility of identifying new ventures. He oversees the entire construction activities with his vast/multi faceted experience and his broad vision helps energize the Prajay team.

NON-EXECUTIVE & INDEPENDENT DIRECTORS

Mr. Rohit Reddy Dantapalli, Director

Mr. Dantapalli Rohit Reddy is a Graduate of Civil Engineering from Pennsylvania State University. His experience includes overseeing the progress of the construction work at all project sites in coordination with the project team. His experience also includes co-ordinating, leading and controlling the project activities, implementing production, productivity, quality, and customer-service standards, resolving operational problems, and identifying work process improvements.

Mr. Ravi Kumar Kutikalapudi, Director

Mr. Ravi Kumar is a Master of Technology and a Civil Engineer and brings a repository of technical expertise in construction and guides the adoption of progressive building practices to Prajay, steering innovation and quality in the Company.

Mrs. Padmaja Kota (Independent Director)

Mrs. Padmaja is a Commerce Graduate and did her P.G. Diploma in Taxation and has more than 25 years of experience in Accounts and Taxation and her presence on the board helps the company to get benefitted from her experience and strengthen its compliance functions.

Mr. Raghavender Reddy Marpadaga (Independent Director)

Mr. Raghavender Reddy Marpadaga is a Graduate of Science and Holds Masters Degree and Posses an expertise in Project Management.

Mr. Jaya Simha Reddy Lingam (Independent Director)

Jayasimha Reddy is a retired Group-A officer in Tobacco Board, Ministry of Commerce and Industry, Govt. Of India with an experience of 34 years and exposure in various fields such as Administration, Marketing Electronic Auctions, Extension & development fields.

SENIOR MANAGEMENT AND OTHERS:**Mr. Bhaskara Rao Patnana, Chief Financial Officer (CFO)**

A graduate in Law and a Member of ICWAI, Mr. Bhaskara Rao has got more than 34 years of experience in various industries. He is overall in-charge of finance and accounting responsibilities and further acts as Chief Financial Officer of the company.

Ms. Y.K. Priyadarshini, Company Secretary & Compliance Officer

Ms. Y.K. Priyadarshini, is a post graduate a member of ICSI, and has more than 6 years experience as company secretary and compliance officer of listed company(ies).

Mr. Samir De, GM – Projects

Mr. Samir De is a Civil Engineering Graduate with specialization in the subject of Construction Management from North Bengal University. He has more than 22 years of experience in administering EPC contracts of various mini and medium sized power projects.

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NOTICE

NOTICE is hereby given that the 25th (Twenty Fifth) Annual General Meeting of the Members of Prajay Engineers Syndicate Limited ("the Company") will be held on **Monday, the 30th day of September, 2019, at 3.00 P.M.,** at 1-10-63 & 64, 5th Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500 016, Telangana, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the reports of the Board of Directors and Statutory Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the report of Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Rohit Reddy Dantapalli, (holding DIN :07560450) who retires by rotation, and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Regularisation of appointment of Mr. Vijaysen Reddy Dantapalli, as a Director of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies 2013, ("the Act") and Rules made there under (as may be amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee of the Company, the consent of the members of the Company be and is hereby accorded to regularize the appointment of Mr. Vijaysen Reddy Dantapalli (holding DIN:00291185), as a Director of the Company. who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 25th April, 2019 and whose term of office as an Additional Director of the Company expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing his candidature for the office of Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, things and matters as may be required and necessary for giving effect to the aforesaid resolution including filing of necessary forms if any with the Registrar of Companies."

4. To approve the appointment of Mr. Vijaysen Reddy Dantapalli as a Managing Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to the provisions of Sections 196 and 203 read with Schedule V to the Act, and all other applicable sections and provisions of the Companies Act, 2013, and Rules made there under (as may be amended from time to time, including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Article 88 of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vijaysen Reddy Dantapalli (holding DIN:00291185), as a Managing Director of the Company for a period of 3 years w.e.f. from 26th April, 2019, without any remuneration and as per the brief terms set out in the explanatory statement to this resolution".

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, things and matters as may be required and necessary for giving effect to the aforesaid resolution including filing of necessary forms if any with the Registrar of Companies."

5. Appointment of Mr. L. Jaya Simha Reddy, as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 149 and 150, of the Companies Act, 2013 ("the Act") read with Schedule IV, and other applicable provisions of the Act if any, and rules made thereunder,

and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee of the Company, the members of the Company be and are hereby accord their consent to appoint Mr. Jaya Simha Reddy Lingam (holding DIN 08328343), (who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 14th February, 2019 and whose term of office as an Additional Director (under Non-Executive Independent category) of the Company expires at this Annual General Meeting and in respect of whom Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director), as an Independent Director of the Company not liable to retire by rotation, hold office for a term of 5 consecutive years from 14th February, 2019 to 13th February, 2024”.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, things and matters as may be required and necessary for giving effect to the aforesaid resolutions including filing of necessary forms if any with the Registrar of Companies.”

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

Sd/-

Vijaysen Reddy Dantapalli
Chairman and Managing Director
DIN: 00291185

Place : Hyderabad
Date : 26.08.2019

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company.**
2. The instrument of proxy in order to be effective should be deposited at the registered office of the Company in a duly completed and signed form, not less than 48 hours before the commencement of the AGM. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported duly certified copy of the board resolution/authority, as applicable. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution to the Company authorizing them to attend and vote on their behalf at the AGM.
3. Members, Proxies and Authorized Representatives are requested to bring the duly completed and signed Attendance Slip (which is enclosed herewith to the notice) to attend the AGM.

Pursuant to the provisions of the Companies Act, 2013 and Rules made there under viz. Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of a maximum of 50 members not exceeding 50 (fifty) in number, and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy, provided that person does not act as a proxy for any other shareholder.
4. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in respect of Special Business is enclosed to this notice as **Annexure-I** to the Notice. The relevant details, pursuant to Regulations 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "SEBI (LODR) Regulations" and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the directors proposed to be appointed/re-appointed at this AGM are enclosed as **Annexure-II** to the Notice.
5. The register of members and share transfer books of the company will remain closed from Tuesday, the 24th September, 2019 to Monday, the 30th September, 2019 (both days inclusive) for the purpose of the 25th AGM of the company.
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Venture Capital and Corporate Investments Private Limited (VCCIPL).
7. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs (if the shares are held in electronic form) / VCCIPL (if the shares are held in physical form). Members who held the shares in physical form). The registered e-mail address will be used for sending future communications.
8. The members are requested to intimate changes if any with respect to their name, postal address, email address, telephone numbers, mobile numbers, Permanent Account Numbers (PAN), nominations, power of attorney etc to their DPs (if the shares are held in electronic form) / to VCCIPL (if the shares are held in physical form).
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to their DPs (if the shares are held in electronic form) / to VCCIPL (if the shares are held in physical form).
10. 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.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or VCCIPL, the details of such folios together with the share certificate for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. Electronic copy of annual report which includes the notice of the AGM along with Attendance Slip and Proxy Form, is being sent to all the Members whose email addresses are registered with the Company/depository participant(s). For Members who have not registered their email address, physical copies are being sent by the

permitted mode. Members may note that this Notice will also be available on the Company's website under the web link: www.prajayengineers.com/investors.

13. 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.
14. As a measure of economy and in support of green initiative of Ministry of Corporate Affairs 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.
15. Members, who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31st March, 2019 send their request(s) an early date, so as to enable the management to provide the requisite information.
16. All the 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.
17. Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 and all other applicable provisions and rules made there under, M/s. Karumanchi & Associates, Chartered Accountants, Hyderabad, has been appointed by the Shareholders of the Company in the 23rd AGM held on 27th September, 2017, for a period of 4 years i.e. from the conclusion of 23rd AGM to till the conclusion of 27th AGM subject to the ratification by the shareholders at every AGM during their tenure. In accordance with Section 40 of the Companies Amendment Act 2013, The requirement for ratification of appointment of Statutory Auditor at every AGM has been dispensed with. However, the shareholders of the Company has ratified the remaining terms of Statutory Auditors in the AGM held on 29th September, 2018.
18. During the financial year under review company has not transferred any shares to Investor Education Protection Fund (IEPF) authority. However, during the month of July, 2019 pursuant to the directions of the IEPF authority company has transferred the 34,103 (Thirty four thousand one hundred and three) equity shares in respect of which the dividend has not been claimed for seven consecutive years. The members can claim the transfer of such shares from IEPF in accordance with the procedure and on submission of the documents as prescribed from time to time. Additionally, the details have also been uploaded on the website of the Company.
19. The route map showing directions to reach the venue of the 25th AGM is annexed to the notice.
20. **Voting through electronic means:**
 - a) In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide its members the facility to exercise their right to vote at the 25th AGM by electronic means. The facility of casting votes by a member using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided through Central Depository Services Limited (CDSL), e-voting platform and the items of business as detailed in this notice may be transacted through remote e-voting.
 - b) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date, the Monday, the 23rd September, 2019 ("the cut-off date") only shall be entitled to exercise the voting right (either through remote-voting or at poll AGM).
 - c) A person who is not a member as on the cut-off date should treat this notice for information purpose only.
 - d) It may be noted that availing the remote E-voting facility is optional. The ballot shall also be made available at the AGM. The members attending AGM but have not cast their vote by Remote E-voting may exercise their right at the meeting. The members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - e) The E-Voting periods commences from 9.00 a.m. on Friday, the 27th September, 2019 and will end at 5.00 p.m. on Sunday, the 29th September, 2019.
 - f) 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 Cut-off 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 23rd September, 2019.