

07-12-2020

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| <b>The Dy. General Manager</b><br><b>Dept. of Corporate Services</b><br><b>BSE Limited</b><br>1 <sup>st</sup> Floor, P.J. Towers, Dalal Street,<br>Fort, Mumbai - 400001<br>Stock Code: 531746<br>ISIN No: INE505C01016 | <b>The Asst. Vice President</b><br><b>Listing Department</b><br><b>National Stock Exchange of India Limited</b><br>Exchange Plaza, Bandra Kurla Complex,<br>Bandra (East) Mumbai – 400051<br>Stock Code: PRAENG<br>ISIN No: INE505C01016 |
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**Dear Sir / Madam,**

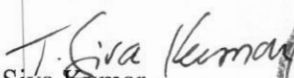
**Sub: Submission of Annual Report pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations 2015).**

Pursuant to the provisions of Regulation 34 of SEBI (LODR) Regulations, 2015, please find the enclosed copy of Annual Report of the Company for the Financial Year 2019-20 along with the Notice of 26th (Twenty Sixth) Annual General Meeting of the Members of the Company for the Financial Year 2019-20 on Wednesday, the 30th day of December, 2020, at 4:00 P.M. (IST), through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) at the Registered Office Address of the company situated at 1-10-63 & 64, 5<sup>th</sup> Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana, India.

You are requested to take same on your records.

Thanking you,  
Yours Faithfully,

**For Prajay Engineers Syndicate Limited**

  
T Siva Kumar  
Company Secretary and Compliance Officer



**Prajay Engineers Syndicate Limited**

▲ Regd. Office : 1-10-63 & 64, 5th Floor, Prajay Corporate House  
Chikoti Gardens, Hyderabad -500 016.  
Tel : 91 - 40 6628 5566

▲ E-mail : [Info@prajayengineers.com](mailto:Info@prajayengineers.com)

[www.prajayengineers.com](http://www.prajayengineers.com)

CIN : L45200TG1994PLC017384

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

|                                 |                              |
|---------------------------------|------------------------------|
| Mr. Vijaysen Reddy Dantapally   | Chairman & Managing Director |
| Mr. Rohit Reddy Dantapalli      | Director                     |
| Mr. Ravi Kumar Kutikalapudi     | Director                     |
| Mr. Raghavender Reddy Marpadaga | Independent Director         |
| Mr. Jaya Simha Reddy Lingam     | 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](http://www.prajayengineers.com)

Email: [investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com);  
[pesl.cs@prajayengineers.com](mailto:pesl.cs@prajayengineers.com)

## Internal Auditor

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

## Secretarial Auditors

CS M. Ramana Reddy  
Practising Company Secretary, 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:

**Venture Capital And Corporate Investments Private  
Limited**

12-10-167, Bharat Nagar, Hyderabad, 500018,

**Phone :** +91 040-23818475/23818476/23868023

**Fax :** +91 040-23868024

## **PROFILE OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

### **DIRECTORS**

#### **Mr. Dantapalli Vijaysen Reddy, Chairman and Managing Director**

Mr. Dantapalli Vijaysen Reddy, 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. Dantapalli Rohit Reddy, Director**

Mr. Dantapalli Rohit Reddy is a Graduate of Civil Engineering from Pennsylvania State University. He oversees the progress of the construction work at all project sites in coordination with the project team. He has experience in co-ordinating, leading and controlling the project activities, and implementing production, productivity, quality, and customer-service standards, and also having experience in 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.

#### **Mr. Raghavender Reddy Marpadaga (Independent Director)**

Mr. Raghavender Reddy Marpadaga is 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 OTHER:**

#### **Mr. Bhaskara Rao Patnana, GM – (Fin. & Accounts) & 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.

**Prajay Engineers Syndicate Limited**  
**[CIN: L45200TG1994PLC017384]**

**Regd. Off.:** 1-10-63 & 64, 5<sup>th</sup>Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana  
Email:investorrelations@prajayengineers.com Website: www.prajayengineers.com

**Notice of the Twenty Sixth Annual General Meeting**

**NOTICE** is hereby given that the 26<sup>th</sup> (Twenty Sixth) Annual General Meeting of the Members of Prajay Engineers Syndicate Limited ("the Company") will be held on Wednesday, the 30<sup>th</sup> day of December, 2020, at 4:00 P.M. (IST), through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") at the Registered Office Address of the company situated at 1-10-63 & 64, 5<sup>th</sup>Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016, 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 31<sup>st</sup> March, 2020, 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 31<sup>st</sup> March, 2020, together with the report of Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Kumar Kutikalapudi, (DIN:02789546) who retires by rotation, and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Appointment of Ms. Dwithiya Raghavan, as an Independent Woman 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 and Board of Directors of the Company, the members of the Company be and hereby accord their consent to appoint Ms. Dwithiya Raghavan (holding DIN:0008985302), and in respect of whom Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, as an Independent Woman Director of the Company not liable to retire by rotation, to hold office for a term of 5 consecutive years from 30 December, 2020 to 29 December, 2025"

**"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/-

**Dantapalli Vijaysen Reddy**  
Chairman & Managing Director (DIN: 00291185)

Place : Hyderabad  
Date :04.12.2020

**NOTES FOR MEMBERS:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India)Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.prajayengineers.com>. The AGM Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
9. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date i.e. Wednesday, 23 December, 2020.
10. The e-voting commences on Sunday, 27December, 2020 at 09.00 hrs. (IST) and ends on Tuesday, 29 December, 2020 at 17.00hrs. (IST). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Wednesday, 23 December, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any person who is not a member on the cut-off date should treat this notice for information purposes only.
11. In accordance with, the General Circular No. 20/2020 dated 5 May 2020 issued by MCA and Circular No. SEBI/ HO/CFD/ CMD1/CIR/P/2020/79 dated 12 May 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report for the FY 2019-20(financial statements including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith) such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the company/RTA or the Depository Participant(s).
12. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.prajayengineers.com](http://www.prajayengineers.com), on the website of the Stock Exchanges viz., BSE sLimited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e., the conduct of AGM through VC/ OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA, and other matters as may be required.
13. The shareholders can opt for only one mode of voting i.e., remote e-voting or venue voting through VC/OAVM at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at AGM will not be considered.

14. CS M Ramana Reddy (CoP No. 18415), Practicing Company Secretary, Hyderabad, has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
15. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance, i.e., from December 14, 2020 (9.00 a.m. IST) to December 19, 2020 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@prajayengineers.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance, i.e., December 14, 2020 (9.00 a.m. IST) to December 19, 2020 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@prajayengineers.com. These queries shall be replied suitably by the Company at the meeting or by e-mail.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict.

16. The Register of Members and share transfer books of the company will remain closed from Thursday, 24 December, 2020 to Wednesday, 30 December, 2020 (both days inclusive) for the purpose of the 26<sup>th</sup> AGM of the company
17. To support the 'Green Initiative' Members holding shares in physical mode and who have not updated their email addresses are requested to update their email addresses with Registrar & Share Transfer Agent (R&STA) at rta@cilsecurities.com by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them along with the copy of the signed request letter mentioning the name and address of the Member, in support of the address of the Member.
18. Members holding shares in dematerialized mode are requested to register or update their email addresses with the relevant Depository Participants.
19. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 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 with the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers dematerialization and change in the address of the members may be communicated to the RTA.
20. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
21. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**  
During the month of July, 2019 pursuant to the directions of the IEPF Authority, the company has transferred the 34103 (Thirty-four Thousand One Hundred and Three Only) 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.
16. Retirement of Directors by rotation: Mr. Ravi Kumar Kutikalapudi, (DIN:02789546) who retires by rotation, and being eligible offers himself for reappointment. The Board of Directors recommend the reappointment of Mr. Ravi Kumar Kutikalapudi, Director, whose office is liable to retire by rotation.
17. Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 and all other applicable provisions and rules made thereunder, M/s. Karumanchi & Associates, Chartered Accountants, Hyderabad, had been appointed by the Shareholders of the Company in the 23<sup>rd</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017, for a period of 4 years i.e. from the conclusion of 23<sup>rd</sup> AGM to till the conclusion of 27<sup>th</sup> 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 have ratified the remaining term of Statutory Auditors in the AGM held on 29<sup>th</sup> September, 2018.

## E-VOTING

### CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No.20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

### INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on Sunday, December 27, 2020 at 09.00 hrs. and ends on Tuesday, December 29, 2020 at 17.00 hrs. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 23 December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

### For Members holding shares in Demat Form and Physical Form

|  |  |
|--|--|
| <b>PAN</b>   | Enter your 10 – digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.             |
| <b>Dividend Bank Details or Date of Birth(DOB)</b> | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (vi). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through DSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant Company, i.e., Prajay Engineers Syndicate Limited on which you choose to vote.
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login pass word then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING ON THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to the Company at [investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com)
2. For Demat shareholders -, please provide Demat account details (CDSL – 16 digit beneficiary ID or NSDL – 16 digit DPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR(self-attested scanned copy of Aadhaar Card) to [the Company at investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com).
3. The company shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM:**

1. Shareholders shall be provided facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are advised to join the Meeting through Laptops / IPads for better experience.
3. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or Tablets or through Laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance, i.e., from December 14, 2020 (9.00 a.m. IST) to December 19, 2020 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number to [investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance, i.e., December 14, 2020 (9.00 a.m. IST) to December 19, 2020 (5.00 p.m. IST), mentioning their name, demat account number/folio number, email id, mobile number to [investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com). These queries shall be replied suitably by the Company at the meeting or by e-mail.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such



shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non- individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India )Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**C. General Instructions:**

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Wednesday, December 23, 2020.
- ii. The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting and during AGM shall, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company [www.prajayengineers.com](http://www.prajayengineers.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- iii. The voting result shall be announced by the Chairman or any other person authorized by him within two days of the conclusion of the AGM.

By order of the board of Directors  
of **Prajay Engineers Syndicate Limited**  
Sd/-

**Dantapalli Vijaysen Reddy**  
Chairman & Managing Director (DIN: 00291185)

Place : Hyderabad

Date :04.12.2020

**Information to the members at a glance:**

| Particulars   | Details   |
|---|---|
| Date of AGM   | Wednesday, the 30 <sup>th</sup> day of December, 2020   |
| Time of AGM   | 04:00 p.m. (IST)  |
| Mode of conducting AGM  | Video Conferencing (VC) and Other Audio-Visual Means (OAVM)   |
| Book closure date   | Thursday, 24 December, 2020 to Wednesday, 30 December, 2020(both days inclusive)  |
| Cut-off date for e-voting   | Wednesday, 23 December, 2020.   |
| E-voting start time and date  | Sunday, 27 December, 2020 at 09.00hrs. (IST)  |
| E-voting end time and date  | Tuesday, 29 December, 2020 at 17.00hrs. (IST)   |
| Address of the Registered office & contact details of the company             | 1-10-63 & 64, 5 <sup>th</sup> Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana.<br>Tel: +91-40-66255566,<br>Email: <a href="mailto:Investorrelations@prajayengineers.com">Investorrelations@prajayengineers.com</a><br>Website: <a href="http://www.prajayengineers.com">www.prajayengineers.com</a> |
| Name, address and contact details of Registrar and Share Transfer Agent (RTA) | Venture Capital & Corporate Investments Private Limited.<br>12-10-167, Bharat Nagar, Hyderabad - 500018, Telangana<br>Tel: +91 040-23818475/23818476/23868023<br>email-Id: <a href="mailto:info@vccilindia.com">info@vccilindia.com</a>   |

## Annexure – I

### Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

#### Item No. 3

Pursuant to the provisions of Section 149 and other applicable provisions of The Companies Act, 2013 with respect to and tenure of the Independent Directors, an Independent Director shall not be liable to retire by rotation, and shall hold office for a term up to Five Consecutive Years on the Board of a company. The Board of Directors of the company (Based on the recommendation of Nomination and Remuneration Committee) has recommended the appointment of Ms. Dwithiya Raghavan, as Director under Independent – Woman Category. She holds office till the date of ensuing Annual General Meeting and is eligible for being appointed as Woman Independent Director.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 (the “Act”) from a member signifying his intention to propose the appointment of Ms. Dwithiya Raghavan as Woman Independent Director of the Company. The Company has also received a declaration from Ms. Dwithiya Raghavan confirming that she meets the criteria of Independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Further Nomination and Remuneration Committee recommended the appointment of Ms. Dwithiya Raghavans, as a Woman Independent Director.

Ms. Dwithiya Raghavan has given declaration that she meets the criteria of independence as provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Dwithiya Raghavan, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Ms. Dwithiya Raghavan fulfils the conditions for her appointment as a Woman independent Director, as specified in the Act and the Listing Regulations and she is independent of the management

Hence, the Board of Directors therefore, recommends resolution as set out under **Item No. 3** for the approval of members as an **Ordinary Resolution**.

A copy of the draft letter of appointment for Independent Director, setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the Registered Office of the company during the business hours on any working day and is also available on the website of the company – [prajayengineers.com](http://prajayengineers.com), under weblink: [www.prajayengineers.com/istakeholders](http://www.prajayengineers.com/istakeholders)

Ms. Dwithiya Raghavan and her relatives be deemed to be concerned or interested in **Item No.3** as it relates to her appointment as a Director of the Company. None of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested financially or otherwise in the Resolution mentioned at **Item No. 3** of the accompanying Notice.

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

Sd/-

**Dantapalli Vijaysen Reddy**  
Chairman & Managing Director (DIN: 00291185)

Place : Hyderabad

Date :04.12.2020

**Annexure - II**

Information in respect of Director(s) seeking appointment/re-appointment as required under SEBI (LODR) Regulations, 2015.

| <b>I. Name of the Director</b>   | <b>Mr. Ravi Kumar Kutikalapudi</b>  |
|--|---|
| Date of Appointment including terms and conditions of appointment                        | He was Originally appointed on the Board of the Company on 1st February, 2009, and he was retired by rotation and being eligible reappointed as director in the Annual General Meeting held on 30 <sup>th</sup> Day of September, 2018. |
| Date of first appointment on the Board   | 26.10.2017  |
| Date of Birth  | 06.02.1953  |
| Expertise in Specific Functional areas and Experience                                    | Technical expertise in construction and the adoption of progressive building practices.   |
| Educational Qualification  | Master of Technology and Civil Engineer   |
| Directorships in other Companies   | None  |
| Membership/Chairmanships of committees of Other Boards (other than the Company)          | None  |
| Details of Remuneration sought to be paid and the remuneration last drawn by such person | None  |
| Shareholding in the Company as on 31 <sup>st</sup> March, 2020                           | 50000   |
| Relationship between Directors inter-se/ Manager and KMPs                                | None  |
| Number of Meetings of the Board attended during the year                                 | 5   |

| <b>II. Name of the Director</b>  | <b>Ms. Dwithiya Raghavan</b>   |
|--|--|
| Date of Appointment including terms and conditions of appointment                        | 30.12.2020   |
| Date of first appointment on the Board   | None   |
| Date of Birth  | 17.09.1986   |
| Expertise in Specific Functional areas and Experience                                    | More than 11years' experience as Chartered Accountant and Development Professional |
| Educational Qualification  | Chartered Accountant   |
| Directorships in other Companies   | None   |
| Membership/Chairmanships of committees of Other Boards (other than the Company)          | None   |
| Details of Remuneration sought to be paid and the remuneration last drawn by such person | NA   |
| Shareholding in the Company as on 31 <sup>st</sup> March, 2020                           | NIL  |
| Relationship between Directors inter-se/ Manager and KMPs                                | None   |
| Number of Meetings of the Board attended during the year                                 | None   |

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

Sd/-

**Dantapalli Vijaysen Reddy**  
Chairman & Managing Director (DIN: 00291185)

Place : Hyderabad  
Date :04.12.2020

## BOARD REPORT

**To**  
**The Members**  
**Prajay Engineers Syndicate Limited (“the Company” or “PESL”)**

Your Directors are pleased to submit the 26<sup>th</sup> Annual Report of your Company together with the Audited Financial Statements (both Standalone and Consolidated) for the Financial Year (FY) ended 31<sup>st</sup> March, 2020 and report of the Statutory Auditors thereon. Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

### FINANCIAL RESULTS:

Certain key aspects of your Company’s performance (on Standalone & Consolidated basis) during the financial year ended 31<sup>st</sup> March, 2020, as compared to the previous financial year are summarized below:

(Amount in Rs. Lakhs except share data)

| Particulars  | Year ended 31.03.2020 |                 | Year ended 31.03.2019 |                   |
|--|-----------------------|-----------------|-----------------------|-------------------|
|  | Standalone            | Consolidated    | Standalone            | Consolidated      |
| <b>Total Income</b>                                | 5267.36               | 5341.22         | 5161.87               | 5347.87           |
| Total Expenditure                                  | 5640.44               | 5759.20         | 6549.86               | 6867.41           |
| Interest   | 511.53                | 512.01          | 1541.07               | 1545.59           |
| Depreciation                                       | 407.44                | 413.16          | 418.40                | 424.73            |
| <b>Profit/(Loss) before Prior period Items</b>     | (373.08)              | (417.98)        | <b>(1387.99)</b>      | <b>*(1492.54)</b> |
| Prior period adjustments/<br>Exceptional items     | -                     | -               | -                     | -                 |
| <b>Share of Profit/loss of associates</b>          | -                     | <b>(26.35)</b>  | -                     | <b>(53.16)</b>    |
| <b>Profit before Exceptional items and tax</b>     | (373.08)              | <b>(444.33)</b> | <b>(1387.99)</b>      | <b>(1545.70)</b>  |
| <b>Exceptional items</b>                           | -                     | -               | -                     | -                 |
| <b>Current Tax</b>                                 | -                     | -               | -                     | -                 |
| Prior period tax                                   | -                     | -               | -                     | -                 |
| Deferred Tax Change                                | 90.05                 | 90.23           | (91.46)               | (89.96)           |
| Total Tax expenses                                 | 90.05                 | 90.23           | (91.46)               | (89.96)           |
| <b>Profit/(Loss) after Tax/Profit for the year</b> | (463.13)              | (534.56)        | <b>(1296.53)</b>      | <b>(1455.74)</b>  |
| Other Comprehensive Income net of tax              | (0.58)                | (0.58)          | (0.23)                | (0.23)            |
| <b>Total comprehensive Income</b>                  | <b>(463.71)</b>       | <b>(534.56)</b> | <b>(1296.76)</b>      | <b>(1455.74)</b>  |
| EPS (Basic and as well as Diluted)                 | (0.66)                | (0.77)          | (1.85)                | (2.08)            |

\* & \*\* Profit before Non-Controlling Interests/Share Profit /(Loss) of associates.

### NATURE OF BUSINESS

The Company is engaged in the activities of Real Estate Development, Construction activities and Hospitality. During the financial year under review, there was no change in the nature of the business of the company.

## **REVIEW OF OPERATIONS**

During the current Financial Year 2019-20, your company reported a Consolidated Income of Rs.5341.22 Lakhs against Rs.5347.87 Lakhs for the previous Financial Year 2018-19. The Loss for the current Financial Year 2019-20 stood at Rs.534.56 Lakhs as against Rs.1455.74 Lakhs for 2018-19.

The Standalone Income of your company for the current Financial Year 2019-20 stood at Rs.5267.36 Lakhs as against Rs.5161.87 Lakhs for the previous Financial Year 2018-19. The Total loss for the Financial Year 2019-20 was 463.71 Lakhs as against an amount of Rs.1296.53 Lakhs during 2018-19.

## **TRANSFER TO GENERAL RESERVES**

No amount has been transferred to General Reserves during the financial year under review.

## **DIVIDEND**

Your Board of Directors do not recommend any dividend, in view of losses incurred during the financial year under review.

## **SUBSIDIARIES**

As on 31<sup>st</sup> March, 2020 the Company has 3 (Three) subsidiaries viz., Prajay Holdings Private Limited (PHPL), Prajay Retail Properties Private Limited (PRPPL) and Secunderabad Golf and Leisure Resorts Private Limited (SGLRPL) and one step down subsidiary viz., Prajay Developers Private Limited (PDPL). Your company also has two Associates viz., Prajay Properties Private Limited (PPPL) and Genesis Capital Private Limited as on 31<sup>st</sup> March, 2020. PRPPL and SGLRPL are the wholly owned (100%) subsidiaries of the Company.

There has been no material change in the nature of the business of the subsidiaries. The consolidated financial statements of the Company and its subsidiaries, prepared in accordance with applicable Indian Accounting Standards (IND AS), as specified under Section 133 of the Companies Act, 2013 (The Act) read with Rules made thereunder, forms part of this Annual Report.

## **REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 a statement containing salient features of the financial statements of the Company's subsidiaries in **Form AOC-1** is attached to the standalone financial statements of the Company.

## **SHARE CAPITAL**

There is no change in the capital structure of the company during the year under review.

## **DISCLOSURE UNDER COMPANIES (SHARE CAPITAL AND DEBENTURE) RULES, 2014.**

During the year under review, your company has not issued any equity shares with differential rights/sweat equity shares. Further the company has not grant/vest any employee stock option scheme/employee stock purchase schemes. Further at the beginning of the year there were no outstanding options granted. Hence, there is no requirement of disclosures under Companies (Share Capital and Debenture) Rules, 2014.

## **DISCLOSURES IN RESPECT OF VOTING RIGHTS NOT DIRECTLY EXERCISED BY EMPLOYEES**

There are no shares held by trustees for the benefit of employees and hence no disclosure under Rule 16(4) of the Companies (Share Capital and Debentures), 2014 is required to be furnished.

## **DIRECTORS & KEY MANAGERIAL PERSONNEL**

During the year under review the following are the changes in office of Directors and Key Managerial Personnel of the company:

In the Annual General Meeting held on 29-07-2018, the shareholders had regularized the appointment of Mr. Dantapalli Rohit Reddy as Director and also his appointment as Managing Director for a period of 3 years w.e.f. 15-11-2017. However, Mr. Dantapally Rohit Reddy resigned from the offices of Managing Director w.e.f. 25-04-2019. He is continuing as a Non-Executive Director on the Board of the Company.

The appointment of Mr. L. Jaya Simha Reddy as Non-executive Independent Director has been regularized in the Annual General Meeting convened on 30-09-2019 but adjourned to and held on 07-10-2019 and he was provided with a term of 5 (Five) consecutive years.

Mr. Dantapalli Vijaysen Reddy was appointed as Additional Director w.e.f. 25-04-2019. Subject to the ratification of shareholders, he was also appointed as Managing Director for a term of 3 years w.e.f. 26-04-2019 without any remuneration. The appointment of Mr. Dantapalli Vijaysen Reddy as Director was regularized at the Annual General Meeting held convened on 30-09-2019 but adjourned to and held on 07-10-2019 as also his appointment as Managing Director of the company.

Mrs. Padmaja Kota has resigned from the office of the Director w.e.f. 26.02.2020

Ms. Y.K. Priyadarshini who acted as Company Secretary and Compliance Officer resigned w.e.f. 25.09.2019. Mr. T Siva Kumar has been appointed as Company Secretary and Compliance Officer w.e.f. 25.10.2019.

Pursuant to the provisions Section 161(1) of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee, the Board has proposed and recommended the appointment of Ms. Dwithiya Raghavanas Independent Woman Director.

In accordance with Section 152 of Companies Act, 2013, Mr. K Ravi Kumar, Director of the Company, retires by rotation in this ensuing AGM to be held on Wednesday, the 30<sup>th</sup> day of December, 2020, and being eligible has offered himself for re-appointment. The Board recommends his re-appointment.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013 and in relation to the audited financial statements of the Company for the year ended 31<sup>st</sup> March 2020, the Board of Director hereby confirms that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. Such accounting policies as mentioned in the notes to the financial statements have been selected and applied consistently and judgments and estimates that are reasonable and prudent made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2019-20 and of the profit or loss of the Company for that period;
- c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts for the year 2019-20 have been prepared on a going concern basis.
- e. Those proper internal financial controls were in place and that the financial controls are adequate and are operating effectively.
- f. Proper Systems have been devised to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively

#### **ANNUAL EVALUATION OF DIRECTORS, COMMITTEES AND BOARD**

The Nomination and Remuneration Committee of the Board has formulated a Performance Evaluation Framework, under which the Board of Directors has carried out an annual evaluation of its own performance, performance of all the Board Committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ( hereinafter referred as "SEBI (LODR) Regulations").

The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### **BOARD DIVERSITY**

The Policy on Board Diversity of the Company devised by the Nomination and Remuneration Committee and approved by the Board is disseminated under the weblink of the Company at [www.praiaengineers.com/investors](http://www.praiaengineers.com/investors)

#### **CODE OF CONDUCT AND DECLARATION ON CODE OF CONDUCT**

Your Company has laid down a Code of Conduct for all Board members, Senior Management and Independent Directors of the company in line with the provisions of SEBI (LODR) Regulations and Companies Act, 2013. The said Code of Conduct has been posted on the website of the Company weblink [www.praiaengineers.com/investors](http://www.praiaengineers.com/investors). Declaration of Code of Conduct is enclosed to this Board Report as an Annexure to Corporate Governance Report.

## **AUDIT COMMITTEE**

An Audit committee has been constituted in terms of Section 177 of Companies Act, 2013 and in terms of Regulation 18 of SEBI (LODR) Regulations. The composition and brief terms of the committee and its meetings etc. has been provided under Corporate Governance report which forms part of this Board report. All the recommendations made by the Audit Committee were accepted by the Board.

## **ESTABLISHMENT OF VIGIL MECHANISM:**

The Company has adopted a whistle blower policy establishing a vigil mechanism to provide a formal mechanism to the directors and employees to report concern about unethical behavior, actual or suspected fraud or violation of code of conduct and ethics.

It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and provides direct access to the chairperson of the audit committee in exceptional cases. The whistle blower policy aims for conducting the affairs in a fair and transparent manner by adopting higher standards of professionalism, honesty, integrity and ethical behavior. All permanent employees of the company are covered under the whistle blower policy.

It is affirmed that no personnel of the company has been denied access to the audit committee. The policy of vigil mechanism is available on the company's weblink [www.prajavengineers.com/investors](http://www.prajavengineers.com/investors).

## **NOMINATION & REMUNERATION COMMITTEE:**

A Nomination has been in constituted in terms of Section 178 of Companies Act, 2013 and in terms of Regulation 19 of SEBI (LODR) Regulations. The composition and brief terms of the committee and its meetings etc. has been provided under Corporate Governance report which forms part of this Board Report. All the recommendations made by the Audit Committee were accepted by the Board.

## **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The company has constituted a Corporate Social Responsibility Committee and details of the Committee have been provided under Corporate Governance Report, which forms part of this Board Report.

## **OTHER BOARD COMMITTEE(S)**

For the details of other Board Committee(s), please refer the Corporate Governance report which is annexed to this Board Report.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Salient Features of the Company's policy on directors' appointment and remuneration and other matters including performance evaluation are provided in the Corporate Governance Report which forms part of this Board report. Nomination and Remuneration Policy available under weblink [www.prajavengineers.com/investors](http://www.prajavengineers.com/investors)

## **MEETINGS OF THE BOARD OF DIRECTORS DURING THE FINANCIAL YEAR**

Five (5) meetings of the Board of directors were held during the year. For details of the meetings of the Board, please refer to the corporate governance report, which forms part of Board Report.

## **MEETING OF INDEPENDENT DIRECTORS:**

During the financial year under review, in accordance with the provision of Schedule IV of the Companies Act, 2013 and SEBI (LODR) Regulations, separate meeting of Independent Directors of the Company held on 10<sup>th</sup> February, 2020 and the same has reported in the Corporate Governance Report.

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

All Independent Directors (IDs) inducted into the Board are provided with an orientation on company structure and Board constitution and procedures, matters reserved for the Board, and our major risks and risk management strategy. The company familiarize the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, etc., through various Interactions and familiarization programmers. Details of the familiarization program of the independent directors are available on the website of the Company [www.prajavengineers.com/investors](http://www.prajavengineers.com/investors).

## **PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS**

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgments etc. Based on said criteria the entire Board will evaluate the performance of Independent Directors.

## **DECLARATIONS BY INDEPENDENT DIRECTORS**

All Independent Directors have submitted declarations stating that they fulfill the criteria of independence as laid down under Section 149(6) of the Act and Securities and Exchange Board of India. In the opinion of the Board, the independent directors fulfill the conditions specified in SEBI (LODR) Regulations and are independent of the management.

## **STATUTORY AUDITORS AND THEIR REPORTS**

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 Accounts, Hyderabad, has been appointed by the Shareholders of the Company in the 23<sup>rd</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017, for a period of 4 years i.e. from the conclusion of 23<sup>rd</sup> AGM to till the conclusion of 27<sup>th</sup> AGM.

### **Observation of Statutory Auditors on Financial Statements for the year ended March 31, 2020**

The audit report does not contain any qualification, reservation or adverse remark or disclaimer or modified opinion. The Key emphasis matters are self-explanatory. For clarifications on key emphasis matters relating to the delay in realization of trade receivables and realization of loans and advances given, please refer Note 39(a) and 39(b) of Notes to Standalone Financial Statements. For clarifications on Demand Notice received by the Company, please refer Note 41 of Notes to Standalone Financial Statements.

## **FRAUD REPORTING**

During the year under review, no instances of fraud were reported by the Statutory Auditors of the Company.

## **INTERNAL AUDITOR:**

The Company has appointed Mr. M. Shanker, MBA-Finance, Employee of the Company as Internal Auditor of the Company.

## **COST AUDIT/MAINTENANCE OF COST RECORDS**

For the Financial Year ended 2019-20, your company is required to maintain Cost Records as specified by the Central Government under Sub-section (1) of Section 148 of the Companies Act, 2013, in respect of the activities carried on by the Company. However, Cost Audit as specified under Rule 4 of the Companies (Cost Records and Audit) Rules, 2014 is not applicable to your Company.

## **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has adequate internal control systems and procedures designed to effectively control its operations. The Internal Control Systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets. The Company has well designed Standard Operating Procedures considering the essential components of internal control as stated in the Guidance Note on Audit of Internal Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Internal Auditor conducts audit covering a wide range of operational matters and ensure compliance with specified standards. Planned periodic reviews are carried out by Internal Auditor. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors. Based on the deliberations with Statutory Auditors to ascertain their views on the financial statements including the Financial Reporting System and Compliance to Accounting Policies and Procedures. The Audit Committee was satisfied with the adequacy and effectiveness of the Internal Controls and Systems followed by the Company.

## **SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 your Company has appointed Mr. M. Ramana Reddy Practising Company Secretary, Hyderabad as Secretarial Auditor, to undertake the Secretarial Audit of the Company for the Financial Year 2019-20.



The Secretarial Audit Report as required under provisions of Companies Act as stated above and also as required under Regulation 24 A of the SEBI (LODR) Regulations is annexed herewith to this Report as **Annexure- VII.**

#### **REPLIES TO REMARKS OF SECRETARIAL AUDITOR OF PESL**

The remarks/comments raised/provided by the Secretarial Auditor are self-explanatory. However, the explanations are as below.

#### **Delay in submission of Financial results and non-filing of returns and E-forms**

Mrs. D. Hymavathi Reddy, a promoter shareholder filed a criminal complaint against the company and others based on the same. The Hon'ble XVII Additional Chief Metropolitan Magistrate, Nampally Hyderabad, Telangana had issued a Search Warrant pursuant to which the The Station House Officer, PS Jubilee Hills, Hyderabad carried out a search at Registered Office of the Company and its Subsidiaries and Associates and residence of Managing Director and Employee(s) and other premises of the company and seized the physical and electronic documents and data backups, hard disks and server etc. Due to the non-availability of the data company was not able to file the returns and forms.

Further as per the information provided by Mr.D.Vijaysen Reddy, Promoter of the Company family settlement was entered and the execution is under process. The said family settlement was entered with a condition that, subject to the execution of the agreement, to withdraw all cases filed by Mrs.D.Hymavathi Reddy.

Your company has submitted the Audited Financial Results (both Standalone and Consolidated) for the Financial Year ended 31<sup>st</sup> March, 2019 on 14<sup>th</sup> August, 2019. Company has complied the applicable SEBI Circular(s) in this regard. Company had paid fine for the said delay and requested the stock exchanges for the fine under carve-out policy. The Stock Exchanges have favorably considered the company's plea and have sanctioned waiver of the fine paid.

#### **Demand notice of Investors of Prajay Properties Private Limited**

Your company is also taking requisite legal measures to address the allegations made in the demand notice issued under name of Prajay Properties Private Limited (as associate of the Company) under the signature of Investor Nominee Director of Prajay Properties Private Limited.

#### **IEPF**

During the financial year under review, during the month of July, 2019 pursuant to the directions of the IEPF authority the company has transferred the 34103 (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

#### **Unclaimed Deposit**

The deposit amount approx. Rs.1,38,617/- (including interest) as referred in the report is the unclaimed deposit amount pertaining to previous financial years ( i.e. FY 2012/2013) which was not claimed by the depositors (whose addresses are not traceable).This amount is liable to be transferred to IEPF within the prescribed time period.

#### **POLICY ON PREVENTION, PROHIBITION AND REDRESAL OF SEXUAL HARASSMENT AT WORK PLACE**

Your Company has in place the Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressed) Act, 2013.

Internal Complaints Committee:

Internal Complaints Committee (ICC) has been set up under Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressed) Act, 2013.

To redress complaints received regarding sexual harassment. Your company has been complied with the provisions relating to the constitution of ICC. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the financial year under review, the Company has not received any complaint on sexual harassment. In compliance with the directions of the Telangana State Government, your Company has registered the ICC on prescribed T-She Portal.

#### **POLICY ON MATERIAL SUBSIDIARIES**

Policy for determining material subsidiaries of the Company is available on the website of the Company [www.prajayengineers.com/investors](http://www.prajayengineers.com/investors)

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report as required under Regulation 34 & Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and enclosed as **Annexure- IV** to this Directors (Board) Report.

### COVID-19 and its impact

The impact of COVID-19 on the Company is being closely reviewed with the Management by the Directors. Due to Covid-19 pandemic, the company could start its Hospitality Division's operations only from on 1 November, 2020 and hence there was no revenue from the Hospitality Division during the period. The company's Construction division operations are also severely affected after 24 March, 2020. The Lockdown imposed to contain the spread of Covid-19 impacted significantly the Company's operations and financial results for the period. The Company has been taking special measures required for containing the spread of Covid-19 and the operations have resumed gradually. However, limited availability of work force continue to impact the progress. The Company has taken necessary measures to control the costs and also to maintain the liquidity to ensure progress in the projects wherever possible. The Company continues to monitor the economic effects of the pandemic while taking necessary steps to improve operations.

### CORPORATE GOVERNANCE

Report on Corporate Governance enclosed as **Annexure-V** to this Board report. A certificate from the Practicing Company Secretary regarding compliance with the corporate governance norms stipulated also annexed to the corporate governance report.

### EXTRACT OF ANNUAL RETURN:

The extract of the Annual Return in Form MGT-9 as provided under Section 92(3) of the Companies Act, 2013 is given as **Annexure-VI** to this Report and also available at [www.prajengineers.com](http://www.prajengineers.com) under weblink [www.prajengineers.com/investors](http://www.prajengineers.com/investors)

### PUBLIC DEPOSITS:

During the Financial Year 2019-20, your Company has not accepted any deposit that falls within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014. Further there are no amount outstanding as at the beginning of Financial Year 2019-20 which can be classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable. However, an amount of Rs. 1,00,000/- (including interest) remains unclaimed by the previous depositors.

### PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS UNDER SECTION 186.

The details of loans given, investments made, guarantees given and securities provided during the year under Section 186 of the Act are available under Note 8 & 9 of the notes to the standalone financial statements.

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 and Pursuant to SEBI (LODR) Regulations are given in Form **AOC-2** and forms part of this Board Report as **Annexure-I** and under **Note 28** to Standalone Financials.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There are no significant material orders passed by the regulators/courts/tribunals which would impact the going concern status of your Company and its future operations.

### Petition filed by Investors of Subsidiary and Associates Companies

A Petition was filed against M/s Prajay Holdings Private Limited, a subsidiary company under Section 241, 242 and/or other applicable provision of the Companies Act, 2013 before National Company Law Tribunal, Hyderabad by White Stock Limited, a foreign shareholder of the company Vide CP No.468/241/HDB/2018. Prajay Engineers Syndicate Limited was made as one of the respondent to the said petition

A Petition was filed against M/s Prajay Properties Private Limited, a subsidiary company under Section 241, 242 and/or other applicable provision of the Companies Act, 2013 before National Company Law Tribunal, Hyderabad by White Stock Limited, a foreign shareholder of the company Vide CP No.466/241/HDB/2018 and . Prajay Engineers Syndicate Limited was made as one of the respondent to the said petition  
The concerned parties are in the process of reaching a settlement with the said investors.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There are no material changes and commitments in the business operations of the company for the financial year ended 31<sup>st</sup> March, 2020 and to the date of signing of the Director's Report.

## **CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of business of the Company

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is annexed as **Annexure-II** to this Directors (Board) Report.

## **RISK MANAGEMENT:**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and land advances and refundable deposits that derive directly from its operations.

The Company is mainly exposed to market risk, credit risk and liquidity risk. The company has a risk management policy and framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives, and enhance the Company's competitive advantage. This framework defines the risk management approach across the enterprise at various levels including documentation and reporting.

## **INDUSTRIAL RELATIONS:**

Your directors are happy to report that the industrial relations have been cordial at all levels throughout the year. Your directors record their appreciation for all the efforts, support and co-operation of all employees being extended from time to time.

## **LISTING AT STOCK EXCHANGES:**

The equity shares of your Company are listed on NSE and BSE (the stock exchanges). The listing fee has been paid for the year 2019-20.

## **CEO AND CFO CERTIFICATION AS PER REGULATION 17(8) OF SEBI (LODR) REGULATIONS:**

As required by Regulation 17(8) of SEBI (LODR) Regulations, certification on the Financial Statements and the Internal Control Systems for financial reporting has been obtained from Mr. Dantapalli Vijaysen Reddy Chairman and Managing Director and Mr. Bhaskara Rao Patnana – Chief Financial Officer of the company and the same was reviewed by the Board of Directors and is annexed to the Corporate Governance Report.

## **HUMAN RESOURCES:**

Your Company recognizes that "Human Resource" is its main asset. Your Company HR policy aims at enhancing individual capabilities for future readiness, driving greater employee engagement and strengthening employee relations further.

Considering the present market conditions, your Company has down sized its human resources and retaining only that are directly relevant to its growth at this stage. To attract and retain people, your Company provides a judicious combination of attractive career, personal growth and a lucrative compensation structure. Your Company places great importance on nurturing and retaining the best skills in the industry.

## **INFORMATION TO BE FURNISHED UNDER COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

Not applicable as no employee of the Company is in receipt of such remunerations specified under above stated rule. However the other information as required to be furnished under Rule 5(1) and 5(2) of above stated rules is provided under **Annexure- III**

**ACKNOWLEDGEMENTS:**

Your Directors thank the various Departments of Central/ State Government, SEBI, Stock Exchanges, RBI, MCA and other Regulatory Bodies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. Shareholders, Customers, Bankers, Suppliers, Joint Venture Partners and other business associates for the excellent support received from them. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution and confidence reposed in the management.

For and on behalf of the Board  
**Prajay Engineers Syndicate Limited**

**Place : Hyderabad**  
**Date :04.12.2020**

**Sd/-**  
**Dantapalli Vijaysen Reddy**  
**Chairman & Managing Director (DIN: 00291185)**

**Annexure – I**

**FORM NO. AOC-2**

**(Pursuant to clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms' length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions **not at** Arm's length basis –**NIL**
2. Details of contracts or arrangements or transactions **at** Arm's length basis

| Sl. No. | Particulars   | Details   |
|---------|---|---|
| a)      | Name (s) of the related party & nature of relationship                                    | Prajay Holdings Private Limited<br>Subsidiary Company   |
| b)      | Nature of contracts/arrangements/transaction  | Construction related services   |
| c)      | Duration of the contracts/arrangements/transaction  | Work Order has been issued by subsidiary company on 25.09.2012 and valid till the completion of the project.  |
| d)      | Salient terms of the contracts or arrangements or transaction including the value, if any | To provide Infra works, Road Works, Civil & Allied works for Villas at project site Prajay Virgin County. The value of the Work Order is Rs.66.54 Crores  |
| e)      | Date of approval by the Board   | The agreement is entered on arm-length basis, hence not required any board's approval. However as per Regulation 23 of SEBI (LODR) Regulations, 2015, the company has obtained the shareholders approval at the AGM held on 16.08.2016. |
| f)      | Amount paid as advances, if any   | Nil   |

3. Details of **Material contracts / arrangements / transactions at Arm's length basis**

| Sl. No. | Particulars   | Details   |
|---------|---|---|
| a)      | Name (s) of the related party & nature of relationship                                    | Prajay Properties Private Limited,<br>Associate Company   |
| b)      | Nature of contracts/arrangements/transaction  | Construction related services   |
| c)      | Duration of the contracts/arrangements/transaction  | Joint Development Agreement was entered on 01.06.2010 and valid till the completion of the project.   |
| d)      | Salient terms of the contracts or arrangements or transaction including the value, if any | To construct a residential project comprising of high rise apartment blocks including car parking, club houses, and recreational facilities as per the development plan valuing Rs.808 crores.  |
| e)      | Date of approval by the Board   | The agreement is entered on arm-length basis, hence not required any board's approval. However as per Regulation 23 of SEBI (LODR) Regulations, 2015, the company has obtained the shareholders approval at the AGM held on 16.08.2016. |
| f)      | Amount paid as advances, if any   | Nil   |

## Annexure-II

Information Pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

### A. CONSERVATION OF ENERGY

#### I. A Steps taken for conservation of energy:

- (a) Company is using CFL lamps with electronic ballasts in place of normal tube lights in staircases and terrace, which are saving 60% energy consumption than that of normal tube lights
- (b) In corridors of typical floors, we are using all LED light fixtures of lesser wattage, which is less in wattage by 50%
- (c) In the basement and external areas, we are using LED light fixtures which are less in wattage with high efficiency compared to normal conventional metal halide, sodium vapor & mercury vapor light fixtures. By using LEDs we will be able to save 50% energy consumption compared to that of CFL fixtures and 60-65% than the normal conventional light fixtures as mentioned above.
- (d) Using high efficiency motors to save power consumption. Firefighting pumps, PHE pumps which generally run continuously are of higher capacities and will consume more power. By using high efficiency motors, the power consumption will be saved by 18-20% than that of normal regular pumps.
- (e) Creating more number of fresh air paths to the basements to reduce utilization of mechanical ventilation system, resulting in reducing power consumption of forced ventilation system.

#### II. Steps taken by the Company for utilizing alternate sources of energy:

- (i) We are in planning of using Solar energy systems for street lighting, garden lighting & power to common loads like water pumps, fire pumps & basement ventilation fans which consume more energy
  - (ii) DG power supply is one more alternative source of power supply to the premises in case of either shortage of power supply or in case of power failures. Even these generators are also of low emission with high efficiency alternators and engines to give longer span of life
  - (iii) Commitment to a minimum level of certification under a green building rating will ensure that our customers are able to enjoy the benefits of clean fuels and lower energy bills.
  - (iv) Innovative and intelligent planning and energy modeling is a core feature of our design practices. Orientation of our buildings coupled with appropriate fenestration significantly decreases the energy requirements for cooling and lighting.
  - (v) Solar rooftop reduces the energy requirement for common area lighting Solar water heating reduces the energy requirement for hot water in residential buildings.
- (iii) The capital investment on energy conservation equipment's, if any:  
There was no capital investment made on energy conservation equipment's during the year under review.

### B. TECHNOLOGY ABSORPTION

#### I. The efforts made towards technology absorption

- (a) Technical Initiatives:
  - Deployment of machines to substitute partly or fully manual work.
  - Use of pre-fabrication fully or partly at site to increase reliability.
  - Solar technologies for common area, parking and street lighting.
  - Solar water heating for residential buildings.
- (b) Process Initiatives:
  - The organization of the work with the help of scheduling, structuring of work force in tandem with job descriptions and closing time gaps to ensure efficiency.
  - In depth planning of construction activities/procedures which in turn will result in stable levels of quality, shorter time lines and reduced consumptions of man and material at site.
  - The usage of special sub-contractors/consultants to realize tasks efficiently.

#### II. The benefits derived like product improvement, cost reduction, product development or import substitution: -

- Cross learning's and best practices already implemented are being replicated across all projects to optimize the construction process in terms of cost and time.
- The cost of materials has been optimized through a revision of the procurement strategy while maintaining quality.
- Materials with less embodied energy are being included as alternate materials.

III. Information regarding imported technology (imported during last 3 years) - The Company has not imported any technology during last 3 years.

IV. Expenditure incurred on Research & Development: N.A.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the financial year 2019-20, there was no expenditure in foreign currency. The Company has not earned any foreign exchange during the year.

**Place : Hyderabad**  
**Date :04.12.2020**

By order of the board of Directors  
of Prajay Engineers Syndicate Limited  
**Sd/-**  
**Dantapalli Vijaysen Reddy**  
**Chairman & Managing Director (DIN: 00291185)**

**Annexure-III**

**Details pertaining to Employees as required under Section 197(12) of the Companies Act, 2013**

**Statement of Particulars of Employees Pursuant to provisions of Section 197(12) of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014**

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year: **Not Applicable, as no director is in receipt of any remuneration except sitting fee, during the financial year under review.**
- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: **Not Applicable.**
- c) The number of permanent employees on the rolls of company: 75
- d) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **Not Applicable, as there is no increase in remuneration of employees, no managerial remuneration was paid.**
- e) Affirmation that the remuneration is as per the remuneration policy of the company: **Not applicable as no managerial remuneration was paid during the financial year under review. However, the sitting fee paid to the non-executive directors is in conformity with the nomination and remuneration policy.**
- f) During the financial year under review, no employee of the company is in receipt of the remuneration as specified Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.
- g) List of top ten employees during the Financial Year 2019-20:

| Name                    | Age | Qualification                | Designation                         | Date of Commencement of Employment | Experience (Years) | Gross Remuneration |
|-------------------------|-----|------------------------------|-------------------------------------|------------------------------------|--------------------|--------------------|
| *Mr. Samir De           | 52  | B.Tech (Civil)               | Manager -Projects                   | February, 2012                     | 28                 | 119791             |
| **Y.K. Priyadarshini    | 45  | MBA, ACS (ICSI)              | Company Secretary                   | July 2018                          | 11                 | 102000             |
| Mr. P Bhaskar Rao       | 62  | B.com, LLB, ICWAI            | General Manager (Finance &Accounts) | January, 2012                      | 28                 | 93500              |
| Mr.Nowsolla Sanjeevaiah | 44  | B.Tech (Civil)               | Project Manager                     | April, 1997                        | 23                 | 75600              |
| Mrs. P Purnima          | 53  | B Com                        | Executive Assistant to CMD          | December, 1994                     | 26                 | 65520              |
| Mr. Raman Madhi Alagan  | 55  | B.Tech (Civil)               | AGM                                 | August, 2015                       | 28                 | 64400              |
| Mr. P. Madhusudan       | 39  | B.A                          | Senior Sales Manager                | April, 2012                        | 17                 | 62300              |
| Marwadi Srinivas        | 45  | B.Sc.                        | Finance Manager                     | February 2008                      | 26                 | 55500              |
| Mr G.V.N. Mohan         | 48  | B.E                          | Chief Facilities Manager (CFM)      | August 2014                        | 16                 | 54000              |
| ***KPVN Suresh          | 49  | Diploma in Civil Engineering | Project Manager                     | October 1993                       | 27                 | 50295              |

\* Mr. Samir De - Up to August, 2019.

\*\*Y.K. Priyadarshini – Up to September, 2019

\*\*\*KPVN Suresh – Up to November, 2019

For and on behalf of the board  
Prajay Engineers Syndicate Limited  
Sd/-

**Dantapalli Vijaysen Reddy**  
Chairman & Managing Director (DIN: 00291185)

Place : Hyderabad  
Date :04.12..2020



## Annexure-IV

### MANAGEMENT DISCUSSION & ANALYSIS

#### 1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

##### Over view of the Real Estate Industry

The real estate sector is one of the most globally recognized sectors. In India, real estate is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy. It is also expected that this sector will incur more non-resident Indian (NRI) investments in both the short term and the long term. The Indian real estate market is expected to touch US\$ 180 billion by 2020.

##### Market Size

Real estate sector in India is expected to reach a market size of US\$ 1 trillion by 2030 from US\$ 120 billion in 2017 and contribute 13 per cent of the country's GDP by 2025. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

Retail, hospitality and commercial real estate are also growing significantly providing much needed infrastructure for the India's growing needs.

##### FY 2019-20

Though the Indian real estate sector witnessed a slew of structural transformations led by Real Estate (Regulation and Development) Act, 2016, Demonetization and GST etc., on the other end, these measures have helped in discouraging speculators, strengthen the home-buyer sentiment and laid foundation for healthy end user. With these unprecedented events developers community also started to stabilize and find its footing.

Backed by positive economic fundamentals, healthy demand and quality supply infusion across sectors, regulatory measures the real estate segment grew by 76% YOY in terms of units launched in the calendar year 2019 and a modest of 6% YOY growth in sales and poised for strong growth.

The country's commercial realty segment, however continues to enjoy increased capital flows. This sector witnesses the advent of new niche markets comprising co-working spaces, warehousing, student housing and senior living,

The launch of Real Estate Investment Trusts (REITs) in India has helped to institutionalize the commercial sector. Further the government remains committed to enhance the role of affordable housing, strengthening its housing for all commitment. In the recent past this industry segment was encouraged through infrastructure status, refinancing options and tax incentives.

##### Hospitality industry

The Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. During the period April 2000-March 2019, the hotel and tourism sector attracted around US\$ 12.35 billion of FDI, according to the data released by Department for Promotion of Industry and Internal Trade (DPIIT). The sector is predicted to grow at an annual rate of 6.9% to USD 490 billion by 2028 (9.9% of GDP), which should result in good demand and high growth for the hospitality industry. The hospitality sector is expected to grow by 9% to 10% in next 5 years mainly due to high domestic demand and a muted supply. This will further get boosted due to robust corporate performance and increase in air connectivity to more destinations within the country and higher appetite for domestic leisure travel. The steady improvement suggests a strong outlook for the hospitality sector, which is showing all signs of revival and expected to grow in mid to long run.

#### 2. OPPORTUNITIES, THREATS & CHALLENGES:

##### A. Opportunities:

Demand for residential properties has surged due to increased urbanization and rising household income, growing economy, regulatory reforms, policy support, rapid urbanizations, relaxation in the FDI norms for real estate sector and consequential growth in investments growth in population, rise in the number of nuclear families, easy availability of finance, repatriation of NRIs and HNIs, rise in disposable income etc are the advantages/opportunities for real estate sector.

Your company's well accepted brand, customer centric approach, well designed projects in strategic locations makes it a preferred choice and for the customers and favorably benefit the company.

Your company's business development strategy shall be aligned towards less capital intensive projects, sharing and development management models. Additionally, your company will focus on sourcing land with large capital requirements in our target geographies under the residential co-investment platform with the company acting as the development manager for these projects. Your company will continue to improve its project execution capabilities through continuously improving internal processes and internal capability building. Optimizing return on capital and developing crisis and risk management capabilities will continue to remain the company's focus area.

### **B. Threats & Challenges:**

The real estate sector has been facing a number of issues. Despite the real estate sector contributing the third highest share to the Indian economy, the share in outstanding loans from banks to the sector is extremely low. Regulatory environment, substantial procedural delays with regard to land acquisition, land use, project launches and construction approvals, rising cost of construction, policy changes and regulatory bottlenecks may impact profitability and affect the attractiveness of the sector and companies operating within the sector. Higher rates of statutory fees and other taxes inflate the cost of construction, making affordable housing projects financially unviable for the private sector developers. Shortage of manpower, unsold stock, scarcity of urban land and clear titles are other threats /challenges.  
COVID-19 and its impact

The impact of COVID-19 on the Company is being closely reviewed with the Management by the Directors. Due to Covid-19 pandemic, the company could start its Hospitality Division's operations only from on 1 November, 2020 and hence there was no revenue from the Hospitality Division during the period. The company's Construction division operations are also severely affected after 24 March, 2020. The Lockdown imposed to contain the spread of Covid-19 impacted significantly the Company's operations and financial results for the period. The Company has been taking special measures required for containing the spread of Covid-19 and the operations have resumed gradually. However, limited availability of work force continue to impact the progress. The Company has taken necessary measures to control the costs and also to maintain the liquidity to ensure progress in the projects wherever possible. The Company continues to monitor the economic effects of the pandemic while taking necessary steps to improve operations.

### **3. SEGMENT WISE-PRODUCT WISE PERFORMANCE:**

A detailed status of projects being implemented by the company is given below:

#### **Prajay Waterfront City situated at Murharpally Village, Shamirpet**

Prajay Waterfront City, spread across 72 acres of premium property in Shamirpet and overlooking a large natural lake, offers an alluring lifestyle and is located adjacent to Genome Valley. This property is an approved DTCP layout with all gated community features along with state of the art clubhouse and other amenities and is in close proximity to Alexandria Knowledge Park, a multi-crore Biotechnology SEZ. Phase- I construction of the project is completed upto 95%.

Phase II construction of Prajay Waterfront City was announced under Central Government Scheme, Pradhan Mantri AwasYojana (PMAY) to facilitate the home buyers from the Low and Middle Incomegroups to get additional benefits in the form of interest subsidy announced by Hon'ble Prime Minister. We have got a tremendous response for the project with 500 independent houses booked and the construction is in progress. The phase 2 infrastructure works is 80% completed. RCC foundation of 50% houses, RCC slab for 25% houses are completed. Finishing activities in the houses - like plumbing, electrical, flooring etc, are going on in 25% houses in various stages. Around 20 houses are almost complete in all respects.

#### **Prajay Virgin County (SPV Project) situated at Baghmankhal Village, Maheshwaram Mandal, R.R. District**

This project is a mixed venture of – Villas and Apartments, and it is in close proximity to Rajiv Gandhi International Airport, Hitech City, Gachibowli Financial District and other companies like FAB city, TATA Aerospace, Adibatla. The " Villas Segment" of Virgin County consisting of around 230 Villas has achieved 100% bookings. These Villas have been handed over to the respective buyers with all amenities and infrastructure facilities such as club house, swimming pool(s) etc.

In the Apartment Segment of this project, the civil structure consisting of 432 flats were completed under Phase – I. Due to various reasons such as - zero bookings during the financial year, market off-take, and slump in real estate, the remaining phases of this segment have not been taken up yet. Further, we have applied for revised sanction of Villas in place of Apartments keeping in view the demand for villas in the Maheshwaram area.

### **PrajayMegapolis (SPV Project) situated at Hafeezpet Village, Serilingampally Mandal, R.R. District –**

it is one of the prestigious projects of its kind coming up on a spread of 17.687 acres and will comprise around 3000 plus flats with 37,44,602.71 sft. built up area, including parking comprising of 3 cellars, ground + 18 upper floors with all gated community facilities. First phase of the project consists of three blocks with 9 towers (Tower No.12 to 20) have been handed over and more than 700 families have started staying) consisting 1113 flats of different sizes completed in all aspects and handed over to the buyers and the company has started its phase II construction.

### **Prajay Windsor Park situated at Pocharam, Ghatkesar Mandal, R.R. District–**

This project is proposed as a Gated Community with Apartments on about 11 acres of land near Hyderabad-Warangal Highway and shares neighbourhood with premier institutions like Raheja Mind Space, Sanskrity Township and Infosys campus. Since the realty sector is passing through a difficult phase for the past few years coupled with recent Covid-19 pandemic, the company plans to hold this project in the pipeline for some more time.

### **Prajay Princeton Towers situated at L.B. Nagar, Saroornagar Mandal, R.R. District**

Princeton Towers project is one of its kind business opportunity in the heart of the City at Saroornagar, LB Nagar with 13 floors – Ground+ 4 floors are meant for commercial purpose, 5<sup>th</sup> for office space and the rest 7 floors for hotel rooms, restaurants and banquet halls. The project has been funded by banks under consortium arrangement lead by State Bank of India. Now the entire outstanding with 3 banks have been cleared out of 5 banks and the company is in process of liquidating the outstanding with the remaining 2 banks under compromise settlement.

Part of the commercial space in Ground Floor and Fifth floor are sold while remaining is occupied under rental basis. From First to Fourth floors, it is vacant and the company is in the process of identifying the prospective tenants to house their super markets, showrooms etc.

### **Prajay Blue Hope** - situated at Abids Road, Hyderabad

Prajay Blue Hope, a Joint Development with Legend, is a commercial cum residential project with 8 floors in 4032 sq. yards and situated at the heart of the city at Abids. Ground and First floor are meant for retail purpose, 2-4 floors earmarked for Office space and the rest 5-8 floors are meant for residential purpose – the construction work is in progress.

## **4. RISKS AND CONCERNS:**

Your company is exposed to a number of risks such as economic, regulatory, taxation and environments risks as well as sectoral investment outlook. Some risks that may arise in the normal course of business that could impact its ability to address the future development comprise credit risk, liquidity risk, counterparty risk, regulator y risk, commodity inflation risk and market risk.

**Market Risk:** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/ real estate risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits.

**Credit Risk:** Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

**Liquidity Risk:** The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The company aims to understand measure and monitor the various risks to which it is exposed and to ensure that it adheres, as far as reasonably and practically possible, to the policies and procedures established by it to mitigate these risks.

**Market price fluctuation:** The performance of your Company may be affected by the sales realizations from the its projects. These prices are driven by prevailing market conditions, the nature and location of the projects, and other factors such as brand and reputation and the design of the projects. Your Company d tries to ensure steady cash flow even during adverse pricing scenario.

**Industrial cyclicality:** The real estate market is inherently a cyclical market and is affected by macro-economic conditions, changes in applicable governmental schemes, changes in supply and demand for projects, availability

of consumer financing and liquidity. Your company is attempting to hedge these risks by adopting models comprising joint ventures, residential platforms. However, any further significant down turn in the industry and the overall investment climate may adversely affect the business.

**Statutory approvals:** This sector is heavily regulated by the central, state and local governments. Real estate developers are required to comply with a number of laws and regulations. Delays in approvals cause delay in project completion timelines, leading to capital blockage and high interest burden to the developers.

#### **5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has adequate internal control systems and procedures designed to effectively control its operations. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets. The Company has well designed Standard Operating Procedures considering the essential components of internal control as stated in the Guidance Note on Audit of Internal Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Internal Auditor conduct audit covering a wide range of operational matters and ensure compliance with specified standards. Planned periodic reviews are carried out by Internal Audit. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors. Based on the deliberations with Statutory Auditors to ascertain their views on the financial statements including the Financial Reporting System and Compliance to Accounting Policies and Procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the Internal Controls and Systems followed by the company.

#### **6. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

**Revenue / loss from Operations:** The company's revenues are increased to 4931.03 Lakhs during the year as against Rs.4678.57 Lakhs during the previous year, with an increase of Rs.252.46 Lakhs.

**EBIDTA:** EBIDTA stood at Rs.545.89 Lakhs during the year as against Rs.571.48 Lakhs during the previous year with a slight decrease of Rs.25.59 Lakhs compared to previous financial year.

#### **Profits & ratios:**

The company has incurred a loss of Rs.463.13 Lakhs during the financial year as against a loss of Rs.1296.76 Lakhs for the corresponding previous year. The basic earnings per share stood at Rs.(0.66) for the current financial year as against Rs.(1.85) for the previous financial year.

#### **Shareholders' funds:**

There is no change in the capital structure of the company during the year under review and the net worth of the company stands at a comfortable position of Rs. 57141.46 Lakhs.

#### **Loan Funds:**

The company continues to get the support from its bankers and financial institutions. The secured loans availed by the company stood at Rs.2040.29 Lakhs at the end of the financial year.

#### **RATIOS:**

##### **Debtors Turnover Ratio**

Debtors turnover ratio for the financial year 2019-20 is 0.28 as against 0.24 for the financial year 2018-19. There is a slight dip in the ratio indicating slightly slower collections.

##### **Inventory Turnover Ratio**

Inventory turnover ratio for the financial year 2019-20 is 0.11 as against 0.09 for the financial year 2018-19. There is improvement in inventory levels and hence marginal improvement in the ratio.

##### **Interest Coverage Ratio**

Interest coverage ratio for the financial year 2019-20 is 0.27 as against 0.10 for the financial year 2018-19. The company has cleared major portion of bank loans during the year and hence its ability to service the interest has improved.

##### **Current Ratio**

Current ratio for the financial year 2019-20 is 1.07 as against 1.06 for the financial year 2018-19. The ratio has become marginally strong.

##### **Debt Equity Ratio**

Debt equity ratio for the financial year 2019-20 is 0.40 as against 0.42 for the financial year 2018-19.

**Operating Profit Margin(%)**

Operating profit margin percentage for the financial year 2019-20 is 2.63 as against 2.97 for the financial year 2018-19.

**Net Profit Margin(%)**

Net profit margin percentage for the financial year 2019-20 is (8.80) as against (25.12) for the financial year 2018-19. The net profit of the company is improved on account of growth in sales and cost reduction measures taken up by the company without affecting quality.

**Return on Networth**

Return on Networth for the financial year 2019-20 is (6.63) as against ((8.54) for the financial year 2018-19. The overall financial performance of the company is improved and losses are reduced as compared to previous year on account of cost reduction measures taken up which in turn improved the utilisation of shareholders' funds.

**7. MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

Your company believes that the quality of employees is the key to its success and is committed to provide necessary human resource development and training opportunities to equip employees with additional skills to enable them to adapt to contemporary technological advancements.

Industrial relations during the year continued to be cordial and the Prajay group is committed to maintain good industrial relations through effective communication, meetings and negotiations.

**8. OUTLOOK:**

Post implementation of The Real Estate (Regulation and Development) Act, 2016 (RERA), developers are focusing firmly on selling their existing ready inventory and finishing their near completion projects rather than launching new projects. With several smaller realty developers interested in either monetizing their land parcels on outright basis or entering into joint development or development management agreements, your Company believes that RERA shall result in a consolidation in the sector.

Overall, the Real Estate sector is showing growth as compared to last year. Consequently, the Indian real estate sector will emerge stronger, healthier and capable of long periods of sustained growth, provided adequate policy/regulatory support. their land parcels on outright basis or entering into joint development or development management agreements, your

**CAUTIONARY STATEMENT:**

The above management discussion and analysis contains certain forward looking statements within the meaning of applicable security laws and regulations. These pertain to the company's future business prospects and business profitability, which are subject to a number of risks and uncertainties and the actual results could materially differ from those in such forward looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals time cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulations etc.

For and on behalf of the board  
Prajay Engineers Syndicate Limited  
Sd/-

Place : Hyderabad

Date :04.12.2020

**Dantapalli Vijaysen Reddy**  
**Chairman & Managing Director (DIN: 00291185)**

## Annexure-V

### REPORT ON CORPORATE GOVERNANCE

#### 1. Company Philosophy on Code of Governance

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organizations wealth generating capacity. This is ensured by conducting business with a firm commitment to values, while at the same time, meeting stakeholders' expectations.

Your Company's Philosophy on Corporate Governance Overseas business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The guiding principles and practices are summarized in this report and these are articulated through the Company's Code of Conduct for Board of Directors and senior management, policies and charters of various committees of the board and the company's disclosure policies.

#### 2. Board of Directors

##### Composition of the Board

As on 31<sup>st</sup> March, 2020 PESL Board consists of One Executive Director, Two Non-Executive Non-Independent Director and Two Non-Executive Independent Directors (Woman Independent Director had resigned w.e.f 10.02.2020). The Chairman of the Board is Executive Director. As per the declarations received by the Company from each of the Directors, none of them are disqualified under Section 164(2) of the Companies Act, 2013.

The Independent Directors of the Company are in compliance with the provisions of Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions specified in Listing Regulation and are independent of the management. Further, the disclosures have been made by the Directors regarding their chairmanships/memberships of the mandatory committees of the Board the details are as given below.

##### Board Meetings

During the financial year under review, **5 (Five)** Board Meetings were held. The dates on which the Board meetings were held are **25.04.2019, 14.08.2019, 26.08.2019, 25.10.2019** and **10.02.2020**. Proceedings of such meetings were duly recorded.

##### Independent Directors Meeting:

The Independent Directors conducted and held a meeting on 10<sup>th</sup> February, 2020 without the presence of Non-Independent Directors and members of the Management. At this meeting, the IDs inter-alia evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole and also evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

Core Competencies of the Board:

In terms of the requirements of the SEBI (LODR) Regulations, the Board has identified the list of core skills/expertise/competencies as required in the context of Company's business(es) and sector(s) for it to function effectively. Broadly, the essential skill sets identified by the Board are categorized as under.

| Sl. No. | Skills/Expertise/Core Competencies   | Names of Directors having such skills/competencies                                     |
|---------|--|--|
| 1       | Understanding of Macro environment particularly economic, political and social factors | D Vijaysen Reddy, K Ravi Kumar, D Rohit Reddy, M Raghavender Reddy, L Jaya Simha Reddy |
| 2       | Knowledge of the Industry and experience - Real Estate and Hospitality Sector          | D Vijaysen Reddy, K Ravi Kumar, D Rohit Reddy  |
| 3       | Knowledge of Company's Business - Real Estate and Hospitality Sector                   | D Vijaysen Reddy, K Ravi Kumar, D Rohit Reddy, M Raghavender Reddy, L Jaya Simha Reddy |
| 4       | Strategic inputs on corporate, financial and operating matters                         | D Vijaysen Reddy, K Ravi Kumar, D Rohit Reddy, M Raghavender Reddy, L Jaya Simha Reddy |
| 5       | Entrepreneurship and capability to adapt to new business environment                   | D Vijaysen Reddy, K Ravi Kumar, D Rohit Reddy,   |

|    |   |  |
|----|---|--|
| 6  | Developing the strategies, marketing skills   | D Vijaysen Reddy, D Rohit Reddy, L Jaya Simha Reddy                |
| 7  | Project Development and Project Management  | D Vijaysen Reddy, K Ravi Kumar, D Rohit Reddy, M Raghavender Reddy |
| 8  | Asset/ Inventory Management   | D Vijaysen Reddy, K Ravi Kumar, D Rohit Reddy,                     |
| 9  | Functional Expertise – Financial, Tax, Accounting matters   | D Vijaysen Reddy, K Ravi Kumar, D Rohit Reddy, M Raghavender Reddy |
| 10 | Coordinating, leading and controlling the project activities, and implementing production, productivity, quality, and customer-service standards, resolving operational problems, and identifying work process improvements, etc. | D Vijaysen Reddy, K Ravi Kumar, D Rohit Reddy                      |

The details of Board of Directors and their Attendance of Board Meetings, Annual General Meeting and details of other Directorships, Committee Chairmanships/Memberships held by the Directors during the year are as follows:

| Name                            | DIN      | Category                             | No of Board Meetings Entitled During the year | No of Board Meetings attended | No. of directorships held in other Indian public limited companies | #No. of Chairmanships/ Memberships held in committees of other Indian public limited companies | Number of shares/ convertible instruments held | Whether attended the Annual General Meeting held on 07.10.2019 |
|---------------------------------|----------|--------------------------------------|---|-------------------------------|--|--|--|--|
| *Mr. Dantapally Vijaysen Reddy  | 00291185 | Non-executive Director               | 5   | 5                             | \$1  | 0  | 19705576                                       | Yes  |
| **Mr. Dantapalli Rohit Reddy    | 07560450 | Non-executive Director               | 5   | 5                             | 0  | 0  | 0  | Yes  |
| Mr. Ravi Kumar Kutikalapudi     | 02789546 | Non-executive Director               | 5   | 3                             | 0  | 0  | 50000  | No   |
| Mr. Raghavender Reddy Marpadaga | 06936544 | Non-Executive - Independent Director | 5   | 5                             | 0  | 0  | ## Nil   | Yes  |
| ***Mr. Jayasimha Reddy Lingam   | 8328343  | Non-Executive - Independent Director | 5   | 5                             | 0  | 0  | 0  | Yes  |
| **** Mrs. Padmaja Kota          | 07543055 | Non-Executive - Independent Director | 5   | 5                             | 0  | 0  | 0  | Yes  |

\* Mr. Dantapally Vijaysen Reddy was appointed as Additional Director w.e.f. 25.04.2019 and his appointment was approved by the members at the AGM on 07.10.2019. He was designated as Chairman & Managing Director w.e.f. 25.04.2019 and his appointment as such was approved by the members at the AGM w.e.f. 07.10.2019.

\*\* Mr. Dantapalli Rohit Reddy's has resigned for the position of Chairman and Managing Director and CEO w.e.f. 25.04.2019. He continues in the position of Non-Executive Director w.e.f. 25.04.2019.

\*\*\* The Appointment of Mr. Jayasimha Reddy Lingam has been regularized at the AGM with effect from 07.10.2019 and he has been provided a term of 5 (five) years.

\*\*\*\* Mrs. Padmaja Kota has resigned from the office of the Director w.e.f. 26.02.2020.

# Committee positions mentioned above refers to the Audit Committee and the Stakeholders Relationship Committee in Public Companies.

## Mr. M. Raghavender Reddy is jointly holding 234192 (as a second shareholder) equity shares.

No director of the company is holding any chairmanships/ membership(s) in any other public limited companies of India.

As on 31.03.2020, No Director is related to any other Director on the Board. However, Mr. D. Vijaysen Reddy was appointed as Director w.e.f. 25.04.2019. Mr. D. Rohit Reddy and Mr. D. Vijaysen Reddy are related to each other.

None of the Independent Directors has any pecuniary relationship, transaction or association with the Company, which adversely affect their independence.

#### **Brief details of the Director(s) Appointed/re-appointed**

Brief details of Directors appointed/re-appointed at this Annual General Meeting as per Regulation 36 of SEBI (LODR) Regulations, 2015 (hereinafter referred as "SEBI (LODR) Regulations), are as under:

#### **Mr. Ravi Kumar Kutikalapudi -Non-Executive Director**

| <b>I. Name of the Director</b>   | <b>Mr. DantapalliRohit Reddy</b>  |
|--|---|
| Date of Appointment including terms and conditions of appointment                        | He was Originally appointed on the Board of the Company on 1 <sup>st</sup> February, 2009 and he was retired by roation and being eligible reappointed as director in the Annual General Meeting held on 30 <sup>th</sup> Day of September, 2014. |
| Date of first appointment on the Board   | 26.10.2017  |
| Date of Birth  | 06.02.1953  |
| Expertise in Specific Functional areas and Experience                                    | Technical expertise in construction and the adoption of progressive building practices.   |
| Educational Qualification  | Mr. Ravi KumarKutikalapudi is a Master of Technology and a Civil Engineer.  |
| Directorships in other Companies   | None  |
| Membership/Chairmanships of committees of Other Boards (other than the Company)          | None  |
| Details of Remuneration sought to be paid and the remuneration last drawn by such person | NA  |
| Shareholding in the Company as on 31 <sup>st</sup> March, 2020                           | 50000   |
| Relationship between Directors inter-se/Manager and KMPs                                 | Not Related   |
| Number of Meetings of the Board attended during the year                                 | 4 (Four) Board Meetings   |

#### **Ms. Dwithiya Raghavan – Independent Woman Director**

| <b>Name of the Director</b>                                       |   |
|---|---|
| Date of Appointment including terms and conditions of appointment | 31.12.2020  |
| Date of first appointment on the Board                            | None  |
| Date of Birth   | 17.09.1986  |
| Expertise in Specific Functional areas and Experience             | More than 11 years' experience as Chartered Accountant and Development Professional |
| Educational Qualification   | Chartered Accountant  |
| Directorships in other Companies                                  | None  |



|  |      |
|--|------|
| Membership/Chairmanships of committees of other Boards (other than the Company)          | None |
| Details of Remuneration sought to be paid and the remuneration last drawn by such person | NA   |
| Shareholding in the Company as on 31 <sup>st</sup> March, 2020                           | Nil  |
| Relationship between Directors inter-se/ Manager and KMPs                                | None |
| Number of Meetings of the Board attended during the year                                 | NA   |

### Subsidiary Monitoring Mechanism:

The minutes of the Board meetings of the subsidiary companies are placed before the Meeting of Board of Directors of the Company.

Prajay Holdings Private Limited is material subsidiary of the Company. Pursuant to the explanation given to Regulation 24 of SEBI (LODR) Regulations, the company is not required to appoint Independent Director on the Board of Prajay Holdings Private Limited.

The company has formulated a policy for determining "Material Subsidiaries" and the same has been posted on Company's website @www.prajayengineers.com/investors.

### 3. COMMITTEES OF THE BOARD:

The Company has in place all the Committees of the Board which are required to be constituted under the Companies Act, 2013 and Listing regulations.

#### A. AUDIT COMMITTEE:

Audit Committee comprises of 4 (Four) members with Independent Directors forming majority. During the year there are no instances where the Board had not accepted the recommendations of the Audit Committee. In addition to other terms as may be referred by the Board of Directors, the Audit Committee has the power inter-alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company and seek legal and professional advice. The Committee shall review the utilization of loans and/or advances from/investments by the holding company exceeding Rupees 100 crore or 10% asset size of the subsidiary whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.

During the financial year, Four (4) Audit Committee meetings were held i.e. on 25.04.2019, 14.08.2019, 25.10.2019 and 10.02.2020.

#### Details of the composition of the Committee and attendance of the members at the meeting:

| Name                            | Designation | Category                             | No. of Meetings Entitled to Attend | No. of Meetings Attended |
|---------------------------------|-------------|--------------------------------------|------------------------------------|--------------------------|
| Mr. Raghavender Reddy Marpadaga | Chairman    | Non-Executive - Independent Director | 4                                  | 4                        |
| Mr. Ravi Kumar Kutikalapudi     | Member      | Non-Executive - Director             | 4                                  | 2                        |
| Mr. L. Jaya Simha Reddy         | Member      | Non-Executive - Independent Director | 4                                  | 4                        |
| *Mrs. Padmaja Kota              | Member      | Non-Executive - Independent Director | 4                                  | 4                        |

\* Mrs. Padmaja Kota has resigned from the office of the Director w.e.f. 26.02.2020 and accordingly ceased to be a member of the Committee.

**Note:** The Managing Director, Company Secretary, CFO, Internal Auditor and the Statutory Auditors were also invited to the Committee Meetings.

## B. NOMINATION AND REMUNERATION COMMITTEE

In terms of Section 178 of the Companies Act, 2013 the Board of Directors Constituted Nomination and Remuneration Committee, The Nomination and Remunerations shall oversee the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as Executive Directors, Non-Executive Directors and Independent Directors consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the Annual General Meeting of the shareholders. Nomination and Remuneration Committee is required to recommend to the Board, all remuneration, in whatever form payable to senior management. During the financial year under review meetings of Nomination and Committee were held on 25.04.2019, and 25.10.2019.

### Details of the composition of the Committee

| Name                            | Designation | Category   | No. of Meetings Entitled to Attend | No. of Meetings Attended |
|---------------------------------|-------------|--|------------------------------------|--------------------------|
| Mr. Raghavender Reddy Marpadaga | Chairman    | Non-Executive - Independent Director                     | 2                                  | 2                        |
| Mr. L.JayaSimha Reddy           | Member      | Non-Executive - Independent Director                     | NA                                 |                          |
| *Mrs. Padmaja Kota              | Member      | Non-Executive - Independent Director                     | 2                                  | 2                        |
| **Mr. D. Vijaysen Reddy         | Member      | Executive Director (Executive Director w.e.f 25.04.2019) |                                    |                          |
| *** Mr. D.Rohit Reddy           | Member      | Executive Director (Executive Director up to 25.04.2019) | 2                                  | 2                        |

\* Mrs. Padmaja Kota has resigned from the office of the Director w.e.f. 26.02.2020 and accordingly ceased to be a member of the Committee.

\*\* Eventhough Mr. D. Vijaysen Reddy is an Executive Director, being Chairperson of the company he was appointed as member of the Committee w.e.f. 25.04.2019 pursuant to provisions of Regulation 19(2) of SEBI (LODR) Regulations.

\*\*\* Mr. D. Rohit Reddy resigned for the positions of Chairman, Managing Director and CEO and accordingly he ceased to be a member of the Committee w.e.f. 25.04.2019.

Nomination and Remuneration Policy has been framed with below stated objectives as recommended by the Nomination & Remuneration Committee jointly with the Human Resources Department of the Company and adopted by the Board of Directors. The said policy is available under weblink [www.praiaengineers.com/investors](http://www.praiaengineers.com/investors).

The objective and purpose of the Policy is to lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration, to carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel, to provide them reward linked directly to their effort, performance, dedication and achievement of Organization's goals as entrusted on them and to retain, motivate and promote talent and to ensure long term retention of talented managerial persons and create competitive advantage.

The Nomination and remuneration Committee has laid down the criteria for performance evaluation of the Board Committees and Directors (including Independent Directors) which inter-alia includes the following:

- Quality, quantity and timeliness of flow of information to the Board.
- Opportunity to discuss matters of critical importance, before decisions are made.
- Familiarity with the objects, operations and other functions of the Company.
- Level of monitoring of Corporate Governance Regulations and compliance.
- Involvement of Board in Strategy evolution and monitoring.
- Performance of the Chairperson of the Company including leadership qualities.
- Director's contribution for enhancing the governance, regulatory, legal, financial, fiduciary and ethical obligations of the Board.
- Director's adherence to high standards of integrity, confidentiality and ethics.
- Overall performance and contribution of directors at meeting

### Performance evolution criteria and Performance evaluation:

Performance evaluation criteria for Independent Directors is as per the Nomination and Remuneration Policy. Performance evaluation of Independent Directors will be done by the entire Board. However, the performance of Non-Independent Directors, Performance of Chairman and Board as a whole was reviewed by the Independent Directors in their meeting held without the presence Non-Independent Directors and each Director's performance was reviewed by the Board (by excluding the Director being evaluated from the meeting during the time of evaluation) in its meeting held on 10.02.2020.

No remuneration is paid to either to Managing Director or other Executive Directors pursuant to Section 197 of Companies Act, 2013. However, the Non-executive Directors including Independent Directors are receiving remuneration by way of sitting fee as stated above. The Sitting fee paid to the Non-Executive Directors including Independent Director was fixed by the Board and is within the limits as prescribed. Hence, the same was not subject to shareholders' approval in the General Meeting.

There were no pecuniary relationships or transactions of the Non-Executive Director's vis-à-vis the Company, other than payment of Board fees and no investments (if any) in shares / securities of the Company.

### CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/company's operations and the company's capacity to pay the remuneration.

Independent Directors ("ID") and Non-Independent Non- Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of Committees of which they may be members) and commission within regulatory limits. Quantum of sitting fees may be subject to review on a periodic basis, as required.

Within the parameters prescribed by law the payment of sitting fees and commission will be recommended by the NRC and approved by the Board and/or shareholder as may be applicable.

Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).

The details with respect to criteria for making payments to non-executive directors are available on the company's website: [www.prajavengineers.com](http://www.prajavengineers.com).

### C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

#### Terms of Reference:

The terms of Reference of Stakeholders Relationship Committee inter-alia includes resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc., review of measures taken for effective exercise of voting rights by shareholders; review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The remit of the Stakeholders Relationship Committee is to consider and resolve the grievances of the security holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

| Name                            | Designation | Category                           |
|---------------------------------|-------------|------------------------------------|
| Mr. Raghavender Reddy Marpadaga | Chairman    | Non-executive Independent Director |
| *Mr. D.Rohit Reddy              | Member      | Non-Executive Director             |
| Mr. L. Jaya Simha Reddy         | Member      | Non-executive Independent Director |
| **Mrs. Padmja Kota              | Member      | Non- Executive Director            |

\* Mr. D. Rohit Reddy resigned for the positions of Chairman, Managing Director and CEO w.e.f. 25.04.2019. He continues in the position of Non-Executive Director w.e.f. 25.04.2019.

\*\* Mrs. Padmaja Kota has resigned from the office of the Director w.e.f. 26.02.2020 and accordingly ceased to be a member of the Committee.

Ms. Y.K. Priyadarshini who acted as Company Secretary and Compliance Officer resigned w.e.f 25.09.2019. Mr. T Siva Kumar has been appointed as Company Secretary and Compliance Officer w.e.f 25.10.2019.

During the year under review, no complaints were received from the shareholders except the non-receipt of Annual Report. There were no complaints pending as on 31<sup>st</sup> March, 2020 and there were no such complaints which were not solved to the satisfaction of shareholders.

| Particulars    | Complaints / grievances/ requests received during the period ended. | Complaints / grievances/ requests received during the period ended. | Disposed off/resolved during the period ended | Closing Balance |
|----------------|---|---|---|-----------------|
| First Quarter  | 0   | 0   | 0   | 0               |
| Second Quarter | 0   | 0   | 4   | 0               |
| Third Quarter  | 0   | 0   | 0   | 0               |
| Fourth Quarter | 0   | 0   | 0   | 0               |

\* Complaints/request refers to non-receipt of Annual Reports

Company Secretary and Compliance Officer of the Company acts as Secretary of the Stakeholders Relationship Committee and the company has designated exclusive e-mail Id: [investorrelations@prajayengineers.com](mailto:investorrelations@prajayengineers.com) and [psl.cs@prajayengineers.com](mailto:psl.cs@prajayengineers.com) for redressal of shareholders complaints / grievances.

#### D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

As per the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2013 the company has constituted a Corporate Social Responsibility Committee and the members of the Committee are as under:

| Sl. No. | Name of the Director     | Designation | Category                           |
|---------|--------------------------|-------------|------------------------------------|
| 1.      | Mr. M. Raghavender Reddy | Chairman    | Non-executive Independent Director |
| 2.      | Mr. L. Jaya Simha Reddy  | Member      | Non-executive Independent Director |
| 3.      | Mr. D.Rohit Reddy        | Member      | Non-executive Director             |
| 4.      | Mr. K Ravi Kumar         | Member      | Non-executive Director             |
| 5.      | * Mrs. Padmaja Kota      | Member      | Non-executive Independent Director |

\* Mrs. Padmaja Kota has resigned from the office of the Director w.e.f. 26.02.2020 and accordingly ceased to be a member of the Committee.

Although Committee on Corporate Social Responsibility is formed, the company is not required to spend any amounts on any of the activities mentioned in Schedule VII of Companies Act, 2013 or any other activity related to those mentioned in the said Schedule, due to the losses incurred for the past few years.

However, the company is committed to adhere to the provisions of the Companies Act, 2013 and the Rules made there under on Corporate Social Responsibility, once the company starts reporting profits in the coming years.

#### 4. REMUNERATION OF DIRECTORS AND OTHER DETAILS

| Name of the Director  | Relationship with other director                               | Business relationship with the company | Remuneration paid during the year 2019-20 (in Rupees) |                  |            |           |
|-----------------------|--|--|---|------------------|------------|-----------|
|                       |  |  | Sitting Fee   | Professional fee | Commission | Total     |
| Mr. D. Vijaysen Reddy | D. Vijaysen Reddy and D. Rohit Reddy are related to each other | Promoter - Director                    | 0   | 0                | 0          | 0         |
| Mr. K. Ravi Kumar     | None   | None                                   | 0   | 18,00,000        | 0          | 18,0,0000 |

| Name of the Director     | Relationship with other director                               | Business relationship with the company | Remuneration paid during the year 2019-20 (in Rupees) |                  |            |        |
|--------------------------|--|--|---|------------------|------------|--------|
|                          |  |  | Sitting Fee   | Professional fee | Commission | Total  |
| Mrs. Padmaja Kota        | None   | None                                   | 10,000  | 0                | 0          | 10,000 |
| Mr. D. Rohit Reddy       | D. Vijaysen Reddy and D. Rohit Reddy are related to each other | Related to Mr. D. Vijaysen Reddy       | 0   | 0                | 0          | 0      |
| Mr. M. Raghavender Reddy | None   | None                                   | 10,000  | 0                | 0          | 10,000 |
| Mr. L. Jaya Simha Reddy  | None   | None                                   | 10,000  | 0                | 0          | 10,000 |

**5. OTHER DISCLOSURES:**

- a. No related party transaction was entered by the company which is materially significant that may have potential conflict with the interests of the listed entity at large. The disclosure of all related party transactions are set out in notes forming part of the financial statements. The policy framing with Related Party Transactions is posted on the Company' website – [www.prajayengineers.com/investors](http://www.prajayengineers.com/investors).
- b. We affirm that there is no such noncompliance by the company and/or no penalties, strictures were imposed on the company by the stock exchange(s) or the board or any statutory authority, or any matter related to capital markets during the last three years.
- c. Whistle Blower Policy/Vigil Mechanism  
The Company has adopted a whistle blower policy establishing a vigil mechanism to provide a formal mechanism to the directors and employees to report concern about unethical behavior, actual or suspected fraud or violation of code of conduct and ethics.  
  
It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and provides direct access to the chairperson of the audit committee in exceptional cases. The whistle blower policy aims for conducting the affairs in a fair and transparent manner by adopting higher standards of professionalism, honesty, integrity and ethical behavior. All permanent employees of the company are covered under the whistle blower policy.  
  
It is affirmed that no personnel of the company has been denied access to the Audit Committee. The policy of vigil mechanism is available on the company's weblink [www.prajayengineers.com/investors](http://www.prajayengineers.com/investors).
- d. The Company has complied with the mandatory requirements of Listing Regulations. Further, the Company is also trying to put its best endeavour to comply with non-mandatory requirement(s).
- e. Policy for determining material subsidiaries of the Company is available on the website of the Company [www.prajayengineers.com/investors](http://www.prajayengineers.com/investors)
- f. Policy for dealing with related party transactions is available on the website of the Company [www.prajayengineers.com/investors](http://www.prajayengineers.com/investors)
- g. Commodity price risk or foreign exchange risk and hedging activities: Not Applicable
- h. During the financial year under review company has not raised any funds through financial preferential allotment or qualified institutions placements as specified under Regulation 32 (7 A).
- i. Certificate stating that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Board/Ministry of Corporate Affairs or any such statutory authority issued by CS M. Ramana Reddy, Practising Company Secretary, Hyderabad is annexed herewith.
- j. During the financial year under review, there is no such instance that the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required.
- k. Details of total fees paid by the company and its subsidiaries on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which statutory auditor is part is as below:

| Sl. No. | Payments to the Statutory Auditors                         | Amount ( in Rupees) |
|---------|--|---------------------|
| 1       | Audit fees paid for Standalone and Consolidated Financials | 1299000             |
| 2       | Tax Audit and Quarterly Limited Review Reports             | 150000              |
| 3       | Reimbursement of out of pocket expenses                    | 12000               |
| 4       | Other fee  | 6000                |

- l. During the financial year under review, the Company has not received any complaint on sexual harassment.
- m. The Certificate in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations is annexed to this report.

All the requirements of Corporate Governance report as specified under Sub-paras (2) to (10) of Clause C of Schedule V of SEBI (LODR) Regulations have been complied with.

There has been no instance of non-compliance of any requirement of Corporate Governance Report as prescribed under SEBI (LODR) Regulations,

Adoption of Non-Mandatory Requirements as stipulated in Part E of Schedule II of SEBI (LODR) Regulations.

a. Shareholder Rights

Half yearly financial results are forwarded to the Stock Exchanges, published in newspapers and uploaded on the website of the Company like quarterly results.

b. Reporting of Internal Auditor

Internal Auditor of the Company is a permanent invitee to the Audit Committee Meetings and regularly attends the Meetings for reporting their findings of the Internal Audit to the Audit Committee

## 6. GENERAL BODY MEETINGS

- a) Details of location, date and time of Annual General Meetings held during the last three years:

| Financial Year | Location   | Date and Time   |
|----------------|--|---|
| 2016-17        | Hotel Woodbridge, A.C.Guards, Lakadikapul, Hyderabad – 500004                      | 27 <sup>th</sup> September, 2017 at 12:00 Noon  |
| 2017-18        | Prajay Corporate House, 1-10-63& 64, Chikoti Gardens, Begumpet, Hyderabad – 500016 | 29 <sup>th</sup> September, 2018 at 3:00 p.m  |
| 2018-19        | Prajay Corporate House, 1-10-63& 64, Chikoti Gardens, Begumpet, Hyderabad – 500016 | Convened on 30.09.2019 at 3:00 p.m. and adjourned due to lack of Quorum and held on 07.10.2019 at 3:00 p.m. |

No special resolution(s) were passed) last year through postal ballot /no special resolution is proposed to be conducted through postal ballot.

- b) Details of Special Resolutions passed during the last 3 (Three) Financial Years

| Financial Year | Date of passing special Resolution | Resolution No | Purpose of the Resolution                    | Votes in favour of the resolution |                                  | Votes against the resolution |                                  |
|----------------|------------------------------------|---------------|--|-----------------------------------|----------------------------------|------------------------------|----------------------------------|
|                |                                    |               |  | Number                            | Percentage on valid votes polled | Number                       | Percentage on valid votes polled |
| 2016-17        | 16-08.2016                         | 6             | To approve transactions with related parties | 17680722                          | 99.99                            | 1116                         | 0.00                             |
| 2017-18        | Nil                                |               |  |                                   |                                  |                              |                                  |
| 2018-19        | Nil                                |               |  |                                   |                                  |                              |                                  |

- b) In terms of Companies Act, 2013 and SEBI (LODR) Regulations, your company provided e-voting facility to its shareholders to cast their votes electronically at the Annual General Meeting convened on 30.09.2019 and adjourned due to lack of Quorum and held on 07.10.2019 through the Central Depository Services Private Limited (CDSL). The Company had appointed Mr. M. Ramana Reddy Practising Company Secretary, Hyderabad, as Scrutinizer for conducting e-voting and as well poll at Annual General Meeting.

They have submitted combined report to the Chairman after completion of scrutiny and the results were then announced and sent to the Stock Exchanges and displayed on the Company's website.

## 6. MEANS OF COMMUNICATION

|   |  |
|---|--|
| Website   | Your Company maintains a website <a href="http://www.prajayengineers.com">www.prajayengineers.com</a> , wherein there is dedicated section 'Stakeholders'. The website provides the information/ documents required to be placed as per the listing regulations.   |
| The un-audited quarterly results and audited results for the year | Generally published in widely circulated English newspapers namely (Business Standard) and also in widely circulated vernacular newspapers such as Prajasakthi/Nava Telangana) within the prescribed time lines of Listing Regulations. The results are also displayed on the Company's web-site – <a href="http://www.prajayengineers.com">www.prajayengineers.com</a> .  |
| Stock Exchanges   | All periodical information, including the statutory filings and disclosures, are filed with BSE and NSE. The filings required to be made under the Listing Regulations, including Shareholding Pattern and Corporate Governance Report are generally published in widely circulated English newspapers namely (Business Standard) and also in widely circulated vernacular newspapers such as Prajasakthi/Nava Telangana) within the prescribed time lines of Listing Regulations. No news releases and presentation were either made to Institutional Investors or were displayed in the website. |

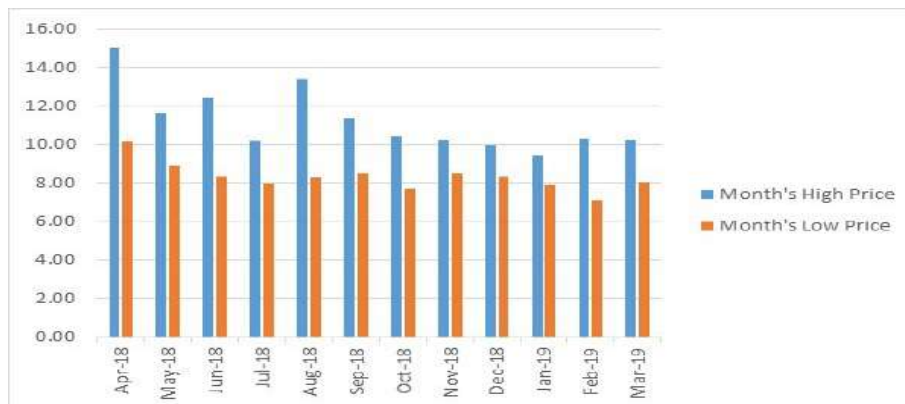
## 7. GENERAL SHAREHOLDERS INFORMATION

|   |  |  |
|---|--|--|
| a | Annual General Meeting   | 26 <sup>th</sup> Annual General Meeting  |
| b | Date of Annual General Meeting   | Wednesday, the 30 <sup>th</sup> day of December, 2020  |
| c | Venue  | 1-10-63 & 64, 5th Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500 016, Telangana   |
| d | Time   | 4.00 P.M.  |
| e | Book Closure   | Thursday, 24 December, 2020 to Wednesday, 30 December, 2020 (both days inclusive)  |
| f | Financial Year   | 2019-20  |
| g | Dividend Payment Date  | Not Applicable   |
| h | Calendar for declaration of quarterly financial results                  | The results of every quarter beginning from April are declared within the prescribed time-limits of Listing Regulations. These results are normally published by the Company in the Leading English News Papers like Business Standard and in one vernacular newspaper Prajasakthi/Nava Telangana within specified time. The Copies of all quarterly results are available on website. |
| i | Details of Stock Exchanges where in the shares of the Company are listed | <b>BSE Limited (BSE)</b><br>PhirozeJeejeebhoy Towers, Dalal Street, Mumbai- 400001<br><b>National Stock Exchange of India Ltd.,</b><br>Exchange Plaza, C-1, Block G, BandraKurla Complex, Bandra (E), Mumbai – 400 051   |
| j | Stock ID/Code  | BSE: 531746 & NSE: PRAENG  |
| k | ISIN   | INE505C01016   |
| l | Listing Fee for Financial Year 2019-20                                   | Paid   |

m. Market price date, high, low during each month in last financial year

a) **BSE**

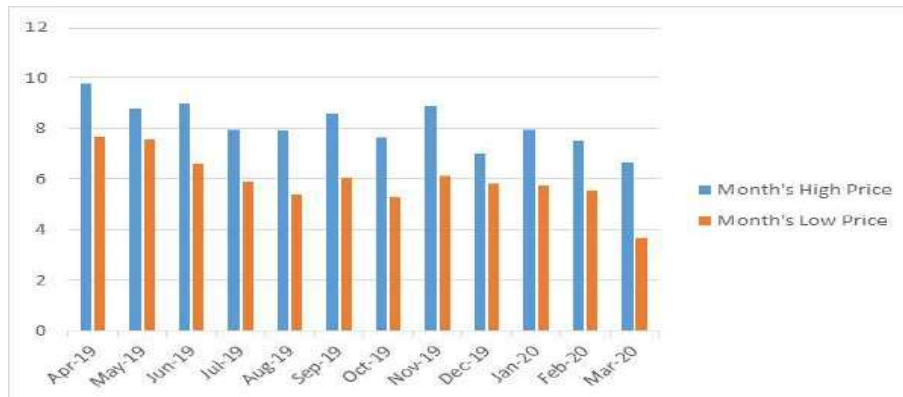
| Month/year | Month's High Price in Rs. | Month's Low Price in Rs. |
|------------|---------------------------|--------------------------|
| Apr-19     | 9.65                      | 8                        |
| May-19     | 8.9                       | 7.5                      |
| Jun-19     | 9.5                       | 6.81                     |
| Jul-19     | 7.7                       | 5.8                      |
| Aug-19     | 7.7                       | 5.4                      |
| Sep-19     | 8.14                      | 6.25                     |
| Oct-19     | 7.6                       | 5.33                     |
| Nov-19     | 8.5                       | 6.1                      |
| Dec-19     | 7.24                      | 5.82                     |
| Jan-20     | 8.28                      | 5.75                     |
| Feb-20     | 7.3                       | 5.75                     |
| Mar-20     | 6.45                      | 3.55                     |



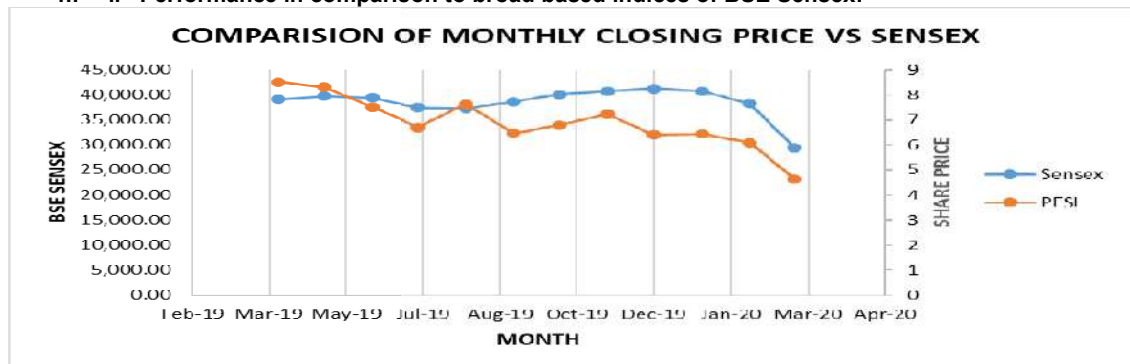
b. **NSE**

| Month/year | Month's High Price | Month's Low Price |
|------------|--------------------|-------------------|
| Apr-19     | 9.8                | 7.7               |
| May-19     | 8.8                | 7.55              |
| Jun-19     | 9                  | 6.6               |
| Jul-19     | 7.95               | 5.9               |
| Aug-19     | 7.9                | 5.4               |
| Sep-19     | 8.6                | 6.05              |
| Oct-19     | 7.65               | 5.3               |
| Nov-19     | 8.9                | 6.1               |
| Dec-19     | 7                  | 5.8               |
| Jan-20     | 7.95               | 5.75              |
| Feb-20     | 7.5                | 5.55              |
| Mar-20     | 6.65               | 3.7               |





n. i. Performance in comparison to broad based indices of BSE Sensex:



ii. Performance in comparison to broad based indices of Nifty:



o. During the financial year the company shares were not under suspension from trading.

p. Registrar and Share Transfer Agents

**Venture Capital and Corporate Investments Private Limited.**  
 12-10-167, Bharat Nagar Hyderabad, 500018,  
 Phone : +91 040-23818475/23818476/23868023  
 Fax : +91 040-23868024  
 Website: vccipl.com  
 Email: info@vccipl.com/ info@vccilindia.com

q. Share Transfer System:

Share transfers are processed by the Registrar and Share Transfer and were approved by the Stakeholders Relationship Committee. At present, the share transfers received in physical form are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects.

A Certificate on half-yearly basis confirming due compliance of share transfer formalities by the company from Practising Company Secretary as required under Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is obtained from Mr. M. Ramana Reddy, Practising Company Secretary, Hyderabad and submitted to Stock Exchanges within stipulated time.

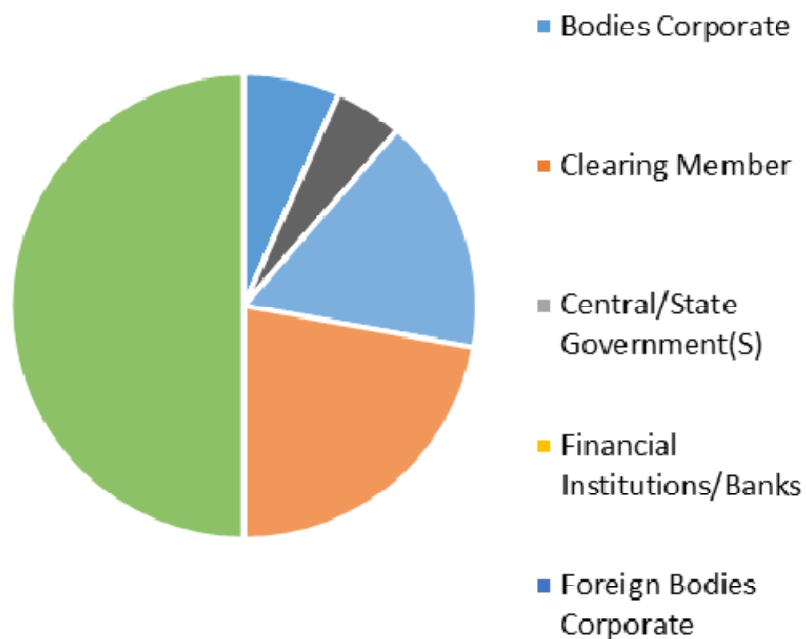
r. Distribution of Shareholding as on 31<sup>st</sup> March, 2020

| Sl. No. | Shareholding of Nominal Value (Rs.) | Shareholders |         | Number of Shares | Share Amount |         |
|---------|-------------------------------------|--------------|---------|------------------|--------------|---------|
|         |                                     | Nos.         | %       |                  | (Rs.)        | %       |
| a.      | Up to 5000                          | 14682        | 95.87%  | 8329003          | 83290030     | 11.91%  |
| b.      | 5001 - 10000                        | 291          | 1.90%   | 2207814          | 22078140     | 3.16%   |
| c.      | 10001 - 20000                       | 156          | 1.02%   | 2209873          | 22098730     | 3.16%   |
| d.      | 20001 - 30000                       | 61           | 0.40%   | 1508880          | 15088800     | 2.16%   |
| e.      | 30001 - 40000                       | 20           | 0.13%   | 717428           | 7174280      | 1.03%   |
| f.      | 40001 - 50000                       | 20           | 0.13%   | 933674           | 9336740      | 1.34%   |
| g.      | 50001 -100000                       | 26           | 0.17%   | 2046094          | 20460940     | 2.93%   |
| h.      | 100001 & Above                      | 58           | 0.38%   | 51983025         | 519830250    | 74.33%  |
|         | <b>TOTAL</b>                        | 15314        | 100.00% | 69935791         | 699357910    | 100.00% |

s. Categories of Shareholders

| Category                                      | Holding as on 30-3-2020 | % of shareholding |
|---|-------------------------|-------------------|
| Bodies Corporate                              | 9347651                 | 13.37             |
| Clearing Member                               | 43431                   | 0.06              |
| Central/State Government(S)                   | 0                       | 0.00              |
| Financial Institutions/Banks                  | 1230                    | 0.00              |
| Foreign Bodies Corporate                      | 0                       | 0.00              |
| Foreign Institutional Investors               | 0                       | 0.00              |
| Insurance Companies                           | 0                       | 0.00              |
| Mutual Funds/UTI                              | 0                       | 0.00              |
| Non Residential Individuals                   | 6587150                 | 9.42              |
| Foreign Nation                                | 0                       | 0.00              |
| Foreign Portfolio Investors - Individual(Fpi) | 0                       | 0.00              |
| Foreign Portfolio Investors - Corporate(Fpi)  | 0                       | 0.00              |
| Promoter and Promoter Group                   | 22988018                | 32.87             |
| Public  | 30934208                | 44.23             |
| Alternate Investment Funds                    | 0                       | 0.00              |
| Trust   | 0                       | 0.00              |
| IEPF Authority MCA                            | 34103                   | 0.05              |
| <b>TOTAL</b>                                  | <b>69935791</b>         | <b>100.00</b>     |

## Holding as on 31-3-2020



s. Status of Dematerialization of Shares/ Reconciliation of Share Capital Audit

As on 31<sup>st</sup> March, 2020, except 0.69% shares, all the Equity Shares are held in dematerialized form. The details of the dematerialized shares and physical shares are as below.

| Particulars/Depository | Number of Shares | Percentage of total listed capital |
|------------------------|------------------|------------------------------------|
| CDSL                   | 18384403         | 26.29                              |
| NSDL                   | 51069804         | 73.02                              |
| Physical               | 481584           | 0.69                               |
| Total                  | 69935791         | 100                                |

As stipulated by SEBI, a qualified Practicing Company Secretary/Firm carries out the reconciliation of share capital to reconcile the total capital held with the National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The said audit is carried out every quarter and the report thereon is submitted to the stock exchanges.

t. Outstanding: GDR/ADR/Warrants/Options/any convertible instruments:

As on 31<sup>st</sup> March, 2020 the Company has no GDR /ADR/Warrants/ Options/any other convertible instruments.

u. Commodity price risk or foreign exchange risk and hedging activities: **Not Applicable**

v. Location of Center of the company

|   | Place     | Address   |
|---|-----------|---|
| 1 | Hyderabad | 1-10-63 & 64, 5th Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016 , Telangana<br>Website: <a href="http://www.prajayengineers.com">www.prajayengineers.com</a> |
|   | email-Id: | <a href="mailto:investorrelations@prajayengineers.com">investorrelations@prajayengineers.com</a> ; <a href="mailto:pesl.cs@prajayengineers.com">pesl.cs@prajayengineers.com</a>             |

**Address for Correspondence**

Your Company has appointed M/s **Venture Capital And Corporate Investments Private Limited as the Registered Share Transfer Agents (RTA)**.

Any query relating to shares and requests for transactions such as transfers, transmissions and nomination facilities, duplicate share certificates, change of address, non-receipt of dividend/Annual Report, as also regarding dematerialization of shares may please be taken up with the Company's Registrar and Transfer Agent.

|   |                                   |   |
|---|-----------------------------------|---|
| 1 | RTA Address                       | <b>Venture Capital and Corporate Investments Private Limited.</b><br>12-10-167, Bharat Nagar, Hyderabad, 500018,<br>Phone : +91 040-23818475/23818476/23868023<br>email-Id: info@vccilindia.com/ info@vccilindia.com  |
| 2 | Registered Address of the Company | 1-10-63 & 64, 5th Floor, Prajay Corporate House,<br>Chikoti Gardens, Begumpet, Hyderabad - 500016 , Telangana<br>Website: <a href="http://www.prajayengineers.com">www.prajayengineers.com</a><br>Email: <a href="mailto:investorrelations@prajayengineers.com">investorrelations@prajayengineers.com</a> ;<br><a href="mailto:pesl.cs@prajayengineers.com">pesl.cs@prajayengineers.com</a> |

Company does not have any debt instruments/fixed deposit programme/any scheme or proposal involving mobilization of funds whether in India or abroad. Hence, the company is not required to obtain credit ratings/ any revisions thereto during the relevant financial year.

For and on behalf of the board  
Prajay Engineers Syndicate Limited  
Sd/-

**Dantapalli Vijaysen Reddy**  
Chairman & Managing Director (DIN: 00291185)

**Place : Hyderabad**  
**Date :04.12.2020**

### **BOARD CONFIRMATION**

Based on the assessment carried out by the Board of Directors of the Company ("Board") and the Declarations of independence submitted by the Independent Directors, this is to confirm that in the opinion of the Board, the Independent Directors fulfills the conditions specified in these regulations and are independent of executive management of the Company.

For and on behalf of the board  
Prajay Engineers Syndicate Limited

Place : Hyderabad  
Date : 04.12.2020

Sd/-  
**Dantapalli Vijaysen Reddy**  
Chairman & Managing Director (DIN: 00291185)

### **MANAGING DIRECTOR & CFO CERTIFICATION**

**We, Dantapalli Vijaysen Reddy, Chairman & Managing Director and Bhaskar Rao Patnana, Chief Financial Officer of the Company, to the best of our knowledge and belief, certify that:**

- A. We have reviewed the financial statements including cash flow statement (standalone and consolidated) for the financial year ended 31st March, 2020 and to the best of our knowledge and belief :
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to address these deficiencies.
- D. We have indicated to the auditors and the Audit Committee:
1. significant changes in the internal control over financial reporting during the year;
  2. significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. that there are no instances of significant fraud of which they have become aware of and involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the board of  
**Prajay Engineers Syndicate Limited**

Place : Hyderabad  
Date : 04.12.2020

Sd/-  
**Dantapalli Vijaysen Reddy**  
Chairman & Managing Director  
DIN: 00291185

Sd/-  
**Bhaskara Rao Patnana**  
Chief Financial Officer

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT  
PERSONNEL WITH COMPANY'S CODE OF CONDUCT**

I, **Dantapalli Vijaysen Reddy**, Chairman & Managing Director of the company hereby confirm pursuant to Schedule – V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that: "The Board has laid down a Code of Conduct for all Board members, Senior Management and Independent Directors of the company in line with the provisions of Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013. The Code of Conduct has been posted on the website of the Company. All the board of directors and the senior management personnel have confirmed compliance with the code of conduct and ethics for the financial year ended 31<sup>st</sup> March,2020."

**Place : Hyderabad**  
**Date :04.12.2020**

**For and on behalf of the board**  
**Prajay Engineers Syndicate Limited**  
**Sd/-**  
**Dantapalli Vijaysen Reddy**  
**Chairman & Managing Director (DIN: 00291185)**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members,  
**Prajay Engineers Syndicate Limited.**

We have examined the compliance of conditions of Corporate Governance by Prajay Engineers Syndicate Limited ('the Company') for the year ended 31st March,2020 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15 (2) of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 03.12.2020  
Place: Hyderabad  
UDIN: A037864B001384693

Sd/  
M. Ramana Reddy  
Company Secretary  
M No.37864 C P No. 18415

## CERTIFICATE

(Pursuant to Regulation 34(3) and Schedule V Para C Sub-Clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members of  
**Prajay Engineers Syndicate Limited**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Prajay Engineers Syndicate Limited, a Publicly Listed Company (Listed in both NSE and BSE) with Corporate Identification Number L45200TG1994PLC017384** and having registered office at 1-10-63 & 64, 5th Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad TG 500016 (hereinafter referred to as 'the Company'), produced before me/ us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para - C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications including Directors Identification Number (DIN) status at the Ministry of Corporate Affairs portal - [www.mca.gov.in](http://www.mca.gov.in), as considered necessary, and explanations furnished to me / us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of the company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification and declarations received from the Management and the respective Directors of the Company. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 03.12.2020  
Place: Hyderabad  
UDIN: A037864B001384715

Sd/  
M. Ramana Reddy  
Company Secretary  
M No.37864 C P No. 18415



**Annexure-VI  
FORM MGT -9  
EXTRACT OF ANNUAL RETURN**

for the Financial Year ended 31<sup>st</sup> March, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I.REGISTRATION AND OTHER DETAILS:**

|       |   |   |
|-------|---|---|
| i.    | CIN   | L45200TG1994PLC017384   |
| ii.   | Registration Date   | 19-04-1994  |
| iii.  | Name of the Company   | Prajay Engineers Syndicate Limited  |
| iv.   | Category/Sub-Category of the Company                                      | Company Limited by Shares/Indian Non-government Company   |
| v.    | Address of the Registered Office  | 1-10-63 & 64, 5 <sup>th</sup> Floor, Prajay Corporate House, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana, India  |
| vi.   | Contact Details of the Company  | Phone: 040-66285566<br>Email: <a href="mailto:pesl.cs@prajayengineers.com">pesl.cs@prajayengineers.com</a> ;<br>Website: <a href="http://www.prajayengineers.com">www.prajayengineers.com</a>   |
| vii.  | Whether Listed Company  | Yes   |
| viii. | Name, Address and Contact details of Registrar and Transfer Agent, if any | Venture Capital & Corporate Investments Private Limited.<br>12-10-167, BharatNagar<br>Hyderabad - 500018, Telangana<br>Phone : +91 040-23818475/23818476/23868023<br>email-id: <a href="mailto:info@vccilindia.com">info@vccilindia.com</a> |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

| Sr. No. | Name and Description of main products/services | NIC Code of the product/Service | % to total turnover of the company |
|---------|--|---------------------------------|------------------------------------|
| i.      | Construction and Real Estate Development       | 4100                            | 77.11                              |
| ii.     | Hospitality & Hotels & Resorts                 | 55101                           | 22.89                              |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

| Sl. No. | Name and Address of the Company   | CIN/LLPN              | Holding/ Subsidiary/ Associate | % of shares/contribution held | Section under Companies Act, 2013 |
|---------|---|-----------------------|--------------------------------|-------------------------------|-----------------------------------|
| 1.      | <b>Prajay Holdings Private Limited</b><br>H. No. 1-10-63 & 64, Prajay Corporate Office, Chikoti | U51909TG2006PTC053715 | Subsidiary                     | 78                            | 2 (87) (ii)                       |

|   |   |                       |                            |       |             |
|---|---|-----------------------|----------------------------|-------|-------------|
|   | Gardens, Begumpet, Hyderabad – 500016.  |                       |                            |       |             |
| 2 | <b>Prajay Retail Properties Private Limited</b><br>8-2-293/82/A, Plot No.1091-A,<br>Road No.41, Jubilee Hills,<br>Hyderabad-500033, Telangana.                          | U70109TG1977PTC002176 | Wholly-owned<br>Subsidiary | 100   | 2 (87) (ii) |
| 3 | <b>Prajay Properties private limited</b><br>8-2-293/82/A, Plot No.1091,<br>Road No.41, Jubilee Hills,<br>Hyderabad500 033   | U70102TG2007PTC053296 | Associate                  | 49.49 | 2 (6)       |
| 4 | <b>Genesis Capital Private Limited</b><br>C/o. ABAX Corporate Services<br>Limited<br>6th Floor, Tower A, 1 Cyber city,<br>Ebene, Republic of Mauritius                  | -                     | Associate                  | 50    | -           |
| 5 | <b>*Prajay Developers Private Limited</b><br>5th Floor, Prajay Corporate<br>House, Chikoti Gardens,<br>Hyderabad – 500016   | U51909TG2006PTC057831 | Step-down<br>Subsidiary    | NA    | NA          |
| 6 | <b>**Secunderabad Golf and Leisure Resorts Private Limited</b><br>1-10-63 & 64, 5th Floor, Prajay<br>Corporate House, Chikoti<br>Gardens, Begumpet,<br>Hyderabad-500016 | U55101TG2005PTC047642 | Wholly-owned<br>Subsidiary | 100   |             |

\* *Prajay Developers Private Limited is a wholly owned subsidiary of Prajay Holdings Private Limited, where in Prajay Holdings Private Limited is subsidiary of Prajay Engineers Syndicate Limited*

\*\* *During the year under review, Secunderabad Golf and Leisure Resorts Private Limited has become 100% subsidiary of Prajay Engineers Syndicate Limited, by virtue of transfer of shares from the registered shareholders/ registered owners to Prajay Engineers Syndicate Limited (beneficial owner) who were holding the shares for and on behalf of the Prajay Engineers Syndicate Limited. Secunderabad Golf and Leisure Resorts Private Limited was initially created as an SPV to implement tender for Secunderabad 18 holes golf course.*

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of total equity)

##### i). Category-wise Share Holding

| Category of Shareholders | No. of shares held at the beginning of the year 01.04.2019 |          |          |                  | No of shares held at the end of the year 31.03.2020 |          |          |                  | %Change during the year |
|--------------------------|--|----------|----------|------------------|---|----------|----------|------------------|-------------------------|
|                          | Demat  | Physical | Total    | %of Total Shares | Demat   | Physical | Total    | %of Total Shares |                         |
| <b>A. Promoters</b>      |  |          |          |                  |   |          |          |                  |                         |
| <b>(1) Indian</b>        |  |          |          |                  |   |          |          |                  |                         |
| a) Individual/HUF        | 22312782   | 0        | 22312782 | 31.91            | 22698682  | 0        | 22698682 | 32.46            | Nil                     |
| b) Central Govt          | 0  | 0        | 0        | 0                | 0   | 0        | 0        | 0                | 0                       |
| c) State Govt            | 0  | 0        | 0        | 0                | 0   | 0        | 0        | 0                | 0                       |
| d) Bodies Corporate      | 675236   | 0        | 675236   | 0.96             | 289336  | 0        | 289336   | 0.41             | 0                       |

|  |          |   |          |       |          |   |          |       |   |
|--|----------|---|----------|-------|----------|---|----------|-------|---|
| e) Banks/FI  | 0        | 0 | 0        | 0     | 0        | 0 | 0        | 0     | 0 |
| f) Any Other   | 0        | 0 | 0        | 0     | 0        | 0 | 0        | 0     | 0 |
| <b>(2) Foreign</b>                                   |          |   |          |       |          |   |          |       |   |
| g) NRIs – Individuals                                | 0        | 0 | 0        | 0     | 0        | 0 | 0        | 0     | 0 |
| h) Others- Individuals                               | 0        | 0 | 0        | 0     | 0        | 0 | 0        | 0     | 0 |
| i) Bodies –Corp                                      | 0        | 0 | 0        | 0     | 0        | 0 | 0        | 0     | 0 |
| j) Banks/FI  | 0        | 0 | 0        | 0     | 0        | 0 | 0        | 0     | 0 |
| k) Any Other   | 0        | 0 | 0        | 0     | 0        | 0 | 0        | 0     | 0 |
| <b>Total Shareholding of Promoter (A)= A(1)+(A2)</b> | 22988018 | 0 | 22988018 | 32.87 | 22988018 | 0 | 22988018 | 32.87 | 0 |

**ii. Shareholding of Promoters**

| Sl. No. | Shareholder's Name                     | Shareholding at the beginning of the year 01.04.2019 |                                  |   | Shareholding at the end of the year 31.03.2020 |                                  |   | %of change in shareholding during the year |
|---------|--|--|----------------------------------|---|--|----------------------------------|---|--|
|         |  | No. of shares  | % of total Shares of the company | %Shares Pledged/encumbered to total shares of promoters | No. of shares                                  | % of total Shares of the company | %Shares Pledged/encumbered to total shares of promoters |  |
| 1       | Dantapalli Vijay Sen Reddy             | 12315183   | 17.61                            | 0   | 19705576                                       | 28.18                            | 0   | 10.57                                      |
| 2       | D. Hymavathi Reddy                     | 8237618  | 11.78                            | 0   | 1233125  | 1.76                             | 0   | -10.02                                     |
| 3       | Dantapalli Sharmila Reddy              | 1759981  | 2.52                             | 0   | 1759981  | 2.52                             | 0   | 0  |
| 4       | Vijmohan Constructions Private Limited | 674936   | 0.97                             | 0   | 289036   | 0.41                             | 0   | -0.56                                      |
| 5       | Prajay Chit Fund Private Limited       | 300  | 0.00                             | 0   | 300  | 0.00                             | 0   | 0  |

**iii. Change in Promoters' shareholding**

| Sl. No |  | Shareholding at the beginning of the year 01.04.2019 |                                  | Cumulative Shareholding during the year 31.03.2020                                    |                                  |
|--------|--|--|----------------------------------|---|----------------------------------|
|        |  | No. of shares  | % of total shares of the company | No. of shares   | % of total shares of the company |
|        | At the beginning of the year   | 22988018   | 32.87                            |   |                                  |
|        | Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc): | NIL  | NA                               | There is no change in the shareholding of the promoters during the year under review. |                                  |
|        | At the End of the year   | 22988018   | 32.87                            |   |                                  |

**iv. Shareholding Pattern of Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs):**

| Sl. No | Name                                 | Shareholding                                       |                   |                |  | Reason | Cumulative Shareholding |                                      |
|--------|--------------------------------------|--|-------------------|----------------|--|--------|-------------------------|--------------------------------------|
|        |                                      | No of shares at the beginning of FY and percentage | Increase/Decrease | Date of Change | No of shares at the end of FY and percentage |        | No of shares            | % of the total shares of the company |
| 1      | Shalini Rodrigo Torbol               | 3444489 & 4.93                                     | -                 | -              | 3444489 & 4.93                               | -      | 3444489                 | 4.93                                 |
| 2      | Ultimate Money Makers India Pvt. Ltd | 2764000 & 3.95                                     | -                 | -              | 2764000 & 3.95                               | -      | 2764000                 | 3.95                                 |
| 3      | Claus Christian Torbol               | 1543309 & 2.21                                     | -                 | -              | 1543309 & 2.21                               | -      | 1543309                 | 2.21                                 |
| 4      | M. Abhinav Reddy                     | 1537000 & 2.20                                     | -                 | -              | 1537000 & 2.20                               | -      | 1537000                 | 2.20                                 |
| 5      | Vansh Value Realty Private Limited   | 1500000 & 2.14                                     | -                 | -              | 1500000 & 2.14                               | -      | 1500000                 | 2.14                                 |
| 6      | Maplenet Technologies Pvt. Ltd       | 1500000 & 2.14                                     | -                 | -              | 1500000 & 2.14                               | -      | 1500000                 | 2.14                                 |
| 7      | VDB Projects Private Limited         | 1438451 & 2.06                                     | -                 | -              | 1438451 & 2.06                               | -      | 1438451                 | 2.06                                 |
| 8      | Sumit Sen                            | 1468693 & 2.10                                     | -                 | -              | 1468693 & 2.10                               | -      | 1468693                 | 2.1                                  |
| 9      | Ravindar Reddy Nandi                 | 1298913 & 1.86                                     | -                 | -              | 1298913 & 1.86                               | -      | 1298913                 | 1.86                                 |
| 10     | Vijay Kishore Mishra                 | 1063034 & 1.52                                     | -                 | -              | 1063034 & 1.52                               | -      | 1063034                 | 1.52                                 |

**v. Shareholding of Directors and Key Managerial Personnel :**

| Sl. No. | Name of the Director/KMP        | Shareholding at the beginning of the year 01.04.2019 |                                  | Bought during the year | Sold during the year | Shareholding at the end of the year 31.03.2020 |                                  |
|---------|---------------------------------|--|----------------------------------|------------------------|----------------------|--|----------------------------------|
|         |                                 | No. of shares  | % of total shares of the Company |                        |                      | No. of Shares                                  | % of total shares of the Company |
| 1.      | K. Ravi Kumar                   | 50000  | 0.0007                           | 0                      | 0                    | 50000  | 0.0007                           |
| 2.      | Raghavender Reddy Marpadaga     | 0  | 0                                | 0                      | 0                    | 0  | 0                                |
| 3.      | Dantapalli Rohit Reddy          | 0  | 0                                | 0                      | 0                    | 0  | 0                                |
| 4.      | Padmaja Kota                    | 0  | 0                                | 0                      | 0                    | 0  | 0                                |
| 5.      | L.Jaya Simha Reddy              | 0  | 0                                | 0                      | 0                    | 0  | 0                                |
| 6.      | Bhaskara Rao Patnana            | 7410   | 0.01                             | 0                      | 0                    | 7410   | 0.01                             |
| 7.      | Yedlapati Kurana Priyadarshini* | 0  | 0                                | 0                      | 0                    | 0  | 0                                |
| 8.      | T Siva Kumar**                  | 0  | 0                                | 100                    | 0                    | 100  | 0.00                             |

\*Yedlapati Kurana Priyadarshini\* resigned with effect from 25-09-2019.

\*\* T Siva Kumar Appointed with effect from 25-10-2019

**V. INDEBTEDNESS****Indebtedness of the Company including outstanding/accrued but not due for payment ( In Rupees)**

| Particulars   | Secured Loans<br>Excluding Deposits | Unsecured<br>Loans | Deposits         | Total<br>Indebtedness |
|---|-------------------------------------|--------------------|------------------|-----------------------|
| Indebtedness at the beginning of the financial year     |                                     |                    |                  |                       |
| I). Principal Amount                                    | 78,03,60,710                        | 75,47,388          | 71,00,000        | 79,50,08,098          |
| II). Interest due but not paid                          | 1,75,64,98,912                      | 0                  | 38,617           | 1,75,65,37,529        |
| III). Interest Accrued but not due                      | 0                                   | 0                  |                  | -                     |
| <b>Total (I+II+III)</b>                                 | <b>2,53,68,59,622</b>               | <b>75,47,388</b>   | <b>71,38,617</b> | <b>2,55,15,45,627</b> |
| <b>Change in Indebtedness during the financial year</b> |                                     |                    |                  |                       |
| . - Additions   | 7,13,80,906                         | -                  | -                | 7,13,80,906           |
| . - Reduction   | 19,45,28,767                        | -                  | -                | 19,45,28,767          |
| <b>Net Change</b>                                       | <b>(12,31,47,861)</b>               | <b>-</b>           | <b>-</b>         | <b>(12,31,47,861)</b> |
| <b>Indebtedness at the end of the financial year</b>    |                                     |                    |                  |                       |
| I). Principal Amount                                    | 65,74,47,810                        | 75,47,388          | 71,00,000        | 67,20,95,198          |
| II). Interest due but not paid                          | 1,75,62,63,951                      |                    | 38,617           | 1,75,63,02,568        |
| III). Interest accrued but not due                      | -                                   |                    |                  | -                     |
| <b>Total (I+II+III)</b>                                 | <b>2,41,37,11,761</b>               | <b>75,47,388</b>   | <b>71,38,617</b> | <b>2,42,83,97,766</b> |

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/ of Manager : Nil****B. Remuneration to other Directors****(In Rupees)**

| Name   | Fee for attending<br>board meeting | Commission | Others, please<br>specify | Total<br>Remuneration |
|--|------------------------------------|------------|---------------------------|-----------------------|
| <b>I. In Non Executive and Independent Directors</b> |                                    |            |                           |                       |
| Ravi Kumar Kutikalpudi                               | 0                                  | 0          | *18,00,000                | 0                     |
| D Rohit Reddy  | 0                                  | 0          | 0                         | 0                     |
| Raghavender Reddy Marpadaga                          | 10000                              | 0          | 0                         | 60000                 |
| Padmaja Kota   | 10000                              | 0          | 0                         | 60000                 |
| L. Jaya Simha Reddy                                  | 10000                              | 0          | 0                         | 10000                 |
| <b>Total</b>   | <b>30000</b>                       | <b>0</b>   | <b>0</b>                  | <b>155000</b>         |

\*Professional Fees paid for technical services rendered

**C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD (In Rupees)**

| Sl. No. | Particulars of Remuneration   | Key Managerial Personnel |                         |                |
|---------|---|--------------------------|-------------------------|----------------|
|         |   | Company Secretary        | Chief Financial officer | Total          |
| 1       | Gross Salary  | 1082322                  | 1122000                 | 2204322        |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 0                        | 0                       | 0              |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | 0                        | 0                       | 0              |
|         | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | 0                        | 0                       | 0              |
| 2       | Stock Option  | 0                        | 0                       | 0              |
| 3       | Sweat Equity  | 0                        | 0                       | 0              |
| 4       | Commission<br>- as % of profit<br>- Others, specify...                              | 0                        | 0                       | 0              |
| 5       | Others, please specify  | 0                        | 0                       | 0              |
|         | <b>Total</b>  | <b>1082322</b>           | <b>1122000</b>          | <b>2204322</b> |

\* Mrs.Y.K.Priyadarshini resigned as Company Secretary and Compliance Officer w.e.f 25<sup>th</sup> September, 2019 and Mr. T Siva Kumar has been appointed as Company Secretary and Compliance Officer w.e.f 25<sup>th</sup> October, 2019

**VII. PENALTIES/PUNISHMENT/COMPOUNDINGOFFENCES: NIL**

For and on behalf of the board of  
**Prajay Engineers Syndicate Limited**

Place : Hyderabad  
Date : 04.12.2020

Sd/-  
Dantapalli Vijaysen Reddy  
Chairman and Managing Director  
DIN: 00291185

Sd/-  
Dantapalli Rohit Reddy  
Director  
DIN:07560450

**Annexure-VII**

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24 A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019, 8th February, 2019]

To  
The Members,  
**PRAJAY ENGINEERS SYNDICATE LIMITED**  
5<sup>th</sup> Floor, Prajay Corporate House,  
1-10-63 & 64, Chikoti Gardens, Begumpet,  
Hyderabad-500016, Telangana.

We have conducted the Secretarial Audit pursuant to Section 204 of the Companies Act, 2013 and Rules made there under and Regulation 24 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the compliance of applicable statutory provisions and the adherence to good corporate practices by Prajay Engineers Syndicate Limited (hereinafter called "the Company" or "PESL"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2020 according to the applicable provisions of -

- a. The Companies Act, 2013 (the Act) and the rules made there under;
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- e. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;(Not applicable to the Company during the audit period);
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- h. The Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) for the period from 1<sup>st</sup> April, 2019 to 31st March, 2020.

**2. We have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We report that Based on such examination and having regard to the compliance system prevailing in the Company, the Company has mostly complied with the provisions of the above laws during the audit period except as stated in this report.

**3. During the audit period under review, provisions of the following Acts / Regulations were not applicable to the Company:**

1. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.
2. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
3. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
4. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
5. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/2018;

4. The Company is engaged in the business of Real Estate and Hospitality Services. Accordingly, the following Industry Specific Acts are applicable to the Company, in view of the Management and as per the Guidance Note issued by the ICSI. Based on the explanation given, there are adequate systems and process in the company to monitor and ensure the compliance of following sector specific law, rule, regulation and guidelines:

Real Estate (Regulation and Development) Act, 2016 and Telangana State Real Estate Regulation and Development Rules 2017, as amended from time to time.

The Building and other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

Inter-State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979.

Prevention of Food Adulteration Act, 2011

Food Safety and Standards Act 2006 and Food Safety and Standards Rules 2011

We further report that -

- a. Adequate notice is given to all the directors of the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at such meetings.
- b. I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same been subject to review by the Statutory Auditors and other designated professionals.

We further report that -

- a. An amount of Rs.1,38,617/- Deposit amount which is matured but not claimed by the deposit holders is lying with the Company. The same has been disclosed in the Annual Report and filed DPT-3s with Roc. The said deposits were accepted under the provisions of Companies Act, 1956. The Company has not accepted any deposits or any amount in the form of deposits and not renewed any deposits under the provisions of Companies Act, 2013 and accordingly not issued any circular or a circular in the form of an advertisement to the Public. The company is required to transfer the said amount to Investor Education and Protection fund at the end of 7 years as per the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
- b. NSE imposed a fine of Rs.3,80,000/- (Rupees Three Lakh Eighty Thousand Only) Delayed submission of financial results for quarter and year ended March 31, 2019 and BSE imposed a fine of Rs.4,48,400/- (Four Lakh Forty-Eight Thousand Four Hundred Only) for non- submission of Standalone and Consolidated Audited Financial Results for the Quarter and Financial Year ended 31<sup>st</sup> March, 2019 within the prescribed time period. However, the company has submitted the said results on 14.08.2019. However, the exchanges subsequently waived the said amount.
- c. The Company has not filed the requisite E-forms w.r.t appointment and resignation of Director(s) and Key Managerial Personnel due to the pending approval of earlier filed forms with ROC.
- d. The company is required to file requisite E-form for obtaining Active - Compliant Status.



- e. Mrs. Padmaja Kota Independent **Director has resigned on 26-02-2020. The Company has to fill the said casual vacancy within the prescribed time period.**
- f. **As on 31<sup>st</sup> March, 2020 the Board is not considered to be constituted properly as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 because the position of Independent Woman Director is vacant as on that date.**

Date: 27.11.2020  
Place: Hyderabad  
UDIN:A037864B001336095

Sd/  
M. Ramana Reddy  
Company Secretary  
M No.37864 C P No. 18415

**Note:** This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

#### **Annexure A to Secretarial Audit Report**

To  
The Members,  
**PRAJAY ENGINEERS SYNDICATE LIMITED**  
5<sup>th</sup> Floor, Prajay Corporate House,  
1-10-63 & 64, Chikoti Gardens, Begumpet,  
Hyderabad-500016, Telangana.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on random basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
4. We believe that audit evidence and information provided by the Company's management is adequate and appropriate for us to provide a basis for our opinion.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
6. We have not verified the correctness and appropriateness of financial records and Books and Accounts of the Company.

#### **Disclaimer**

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Date: 27.11.2020  
Place: Hyderabad  
UDIN:A037864B001336095

Sd/  
M. Ramana Reddy  
Company Secretary  
M No.37864 C P No. 18415

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of Prajay Engineers Syndicate Limited**

**Report on the Audit of the Standalone Financial Statements**

### **Opinion**

We have audited the standalone financial statements of Prajay Engineers Syndicate Limited("the Company) ,Which comprise the standalone balance sheet as at 31 March 2020, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows for the year than ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statement give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in Conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, its profit/loss and other comprehensive income, changes in equity and its cash flows for the year ended on the date.

### **Basis for Opinion**

We Conducted our audit in accordance with the standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditors' Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India together With the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matters**

We draw attention to below mentioned Notes to standalone annual financial results :

- a. Note 41 relating to a demand notice received by the company.
- b. Note 39(a) of the Standalone Financial Statements, in respect of trade receivable considered good include an amount of Rs.18263.06 Lakhs due from customers which are outstanding for more than six months. We are unable to comment on the realization of these receivables in the absence of conformation from the concerned parties. An amount of Rs.1246.96 Lakhs is set aside towards provision for trade receivables considered as doubtful.
- c. .Note 39(b) of the standalone financial statements, in respect of Loans & Advances amounting to Rs.5888.47 Lakhs towards purchase of Land/Development towards certain project of long term nature, and an amount of Rs.1845.51Lakhs given to suppliers, etc outstanding from earlier years. We are unable to comment on the realization of these advances. An amount of Rs.700 Lakhs is set aside towards provision for Advances considered as doubtful.

As more specifically explained in Note 2 to the financial statements, the Company has made a detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, investments, inventory and trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company continues to evaluate them as highly probable considering the orders in hand. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 pandemic which may be different from that estimated as at the date of approval of the financial results. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

Our opinion is not modified in respect of these matters.

### **Key Audit Matters**

Key audit matters are those matters that in our professional judgement, Were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Revenue recognition (refer note 3.1 to the standalone financial statements )**

| <b>The key Audit Matter</b>  | <b>How the matter was addressed in our audit</b>  |
|--|---|
| <p>Revenue from sale of residential and commercial units represents 77.18% of the total revenue from operations of the company.</p> <p><b>Revenue recognition – Fixed price development contracts</b><br/>The Company inter alia engages in fixed – price development contracts, where, revenue is recognized using the percentage of completion computed as per the input method based on management’s estimate of contract costs ( Refer Note 3.1 to the standalone financial statements).</p> <p><b>Measurement of revenue recorded over time which is dependent on the estimates of the costs to complete</b><br/>Revenue recognition involves significant estimates related to measurement of costs to complete for the projects. Revenue from projects is recorded based on management’s assessment of the work completed, costs incurred and accrued and the estimate of the balance costs to complete.<br/>Due to the inherent nature of the projects and significant judgement involved in the estimate of costs to complete, there is risk of overstatement or understatement of revenue.</p> <p>At Year-end a significant amount of work in progress related to these contracts is recognized on the balance sheet.</p> | <p>Our audit procedures on revenue recognition included the following;</p> <ul style="list-style-type: none"> <li>• Evaluating that the company’s revenue recognition accounting policies are in line with the applicable Accounting standards and their application to the key customer contracts including consistent application; Sales cut-off procedures for determination of revenue in the current reporting period.</li> <li>• Scrutinizing all the revenue journal entries raised throughout the reporting period and comparing details of a sample of these journals, Which met certain risk-based criteria, with relevant underlying documentation;</li> <li>• Conducting site visits during the year for selected projects to understand the scope and nature of the projects and to assess the progress of the projects and</li> <li>• Considered the adequacy of the disclosures in note 2 &amp; 3 to the standalone financial statement in respect of the judgement taken in recognizing revenue for residential and hospitality sector.</li> </ul> <p>In addition, we have the performed the following procedures:</p> <p><b>Revenue recognition prior to receipt of OC / similar approval and intimation to the customer</b></p> <ul style="list-style-type: none"> <li>• Discussing and challenging key management judgements in interpreting contractual terms including obtaining in- house legal interpretations;</li> <li>• Testing sample sales of units for projects with the underlying contracts, completion status and proceeds received from customers;</li> <li>• Identified and tested operating effectiveness of key controls around approvals of contracts, milestone billing, intimation of possession letters / intimation of receipt of occupation certificate and controls over collection from customers; and</li> <li>• We have obtained confirmations, on a sample basis, from major customers for selected projects to confirm revenue recognized during the year end, performing alternative procedures by comparing details with contracts , collection details and other underlying project related documentation for cases where confirmations are not received.</li> </ul> <p><b>Measurement of revenue recorded over time which is dependent on the estimates of the costs of complete</b><br/>Compared, on a sample basis, revenue transactions recorded during the year with the underlying contracts, progress reports, invoices raised on customers and collections in bank accounts and whether the related revenue had been recognized in accordance with the Company’s revenue recognition policies;</p> <ul style="list-style-type: none"> <li>• Identification and testing operating effectiveness of key controls over recording of actual costs incurred for the projects;</li> <li>• Review of the costs to complete workings, comparing the costs to complete with the budgeted costs and inquiring into reasons for variance; and</li> <li>• Sighting approvals for changes in budgeted costs with the rationale for the changes and assessment of contract costs to determine no revenue nature costs are taken to inventory.</li> </ul> |

**Inventories (refer note 11 to standalone financial statements )**

| The key Audit Matter   | How the matter was addressed in our audit   |
|--|---|
| <p>Inventories comprising of land, construction work in progress, food &amp; beverages represent 30.74% of the Company's total assets.</p> <p><b>Assessing net realizable value</b></p> <p>The Company recognizes profit on each sale by reference to the overall project margin, which is the projected profit percentage for a phase that may comprise multiple units and can last a number of years. The recognition of profit is therefore dependent on the estimate of future selling prices and build costs including an allowance for risk. Further estimation uncertainty and exposure to cyclicalities exists within the long term projects.</p> <p>Forecasts of future sales are dependent on market conditions, which can be difficult to predict and be influenced by political and economic factors.</p> <p>Inventory represents the capitalized project costs to date less amounts expensed on sales by reference to the aforementioned projections. It is held at the lower of cost and net realizable value, the latter also being based on the forecast for the project. As such inappropriate assumptions in these forecasts can impact the assessment of the carrying value of inventories.</p> <p>Further, due to their materiality in the context of total assets of the Company this is considered significant to our overall audit strategy and planning.</p> | <p>Our audit procedures to assess the net realizable value (NRV) of inventories included the following:</p> <ul style="list-style-type: none"> <li>• Discussion with the management to understand the basis of calculation and justification for the estimated recoverable amounts of the unsold units (“the NRV assessment”);</li> <li>• Evaluating the design and implementation of the Company's internal controls over the NRV assessment. Our evaluation included assessing whether the NRV assessment was prepared and updated by appropriate personnel of the Company and whether the key estimates, including estimated future selling prices and costs of completion for all property development projects, used in the NRV assessment, were discussed and challenged by management as appropriate;</li> <li>• Evaluating the management's valuation methodology and assessing the key estimates, data inputs and assumptions adopted in the valuations, which included comparing expected future average selling prices with available market data such as recently transacted prices for similar properties located in the nearby vicinity of each property development project and the sales budget plans maintained by the Company;</li> <li>• Re-performing the calculations of the NRV assessment and comparing the estimated construction costs to complete each development with the Company's updated budgets.</li> </ul> |

**Land Advances - (refer note 10 to the standalone financial statements)**

| The key Audit Matter  | How the matter was addressed in our audit  |
|---|--|
| <p><b>Assessment of recoverability of land advances</b></p> <p>Land advance represents a sizeable portion of the Company's total assets.</p> <p>Land advance represents the amount paid towards procurement of land parcels to be used in the future, for construction of residential projects. These advances are carried at cost less impairment losses, if any. These land advance will be converted into land parcels as per the terms of the underlying contract under which these land advances have been given. To assess the carrying value of land advances, these advances are tested for recoverability by the Company by comparing the valuation of land parcels in the same area for which land advances have been given.</p> <p>Further due to their materiality in the context of total assets of the company this is consider significant to our overall audit.</p> | <p>Our audit procedures to assess the recoverability of land advances included the following;</p> <ul style="list-style-type: none"> <li>• For our samples, verified the underlying agreements in possession of the Company, based on which land advances were given;</li> <li>• Discussion with the management to understand their plan for conversion of these land advances into land parcels; and</li> <li>• For our samples, verified the valuation reports of land stock.</li> </ul> |

**Investment in subsidiaries and loans to group companies ( refer to note 8, 9 and 10 to the standalone financial statements)**

| The key Audit Matter  | How the matter was addressed in our audit   |
|---|---|
| <p>The carrying amount of the investments in subsidiaries, held at cost represents 9.70%, to associate, represents 4.39% of the Company's total assets respectively.</p> <p><b>Recoverability of investment in subsidiary, joint ventures and an associate</b></p> <p>The Company has investments in subsidiaries, joint ventures and an associate company which are considered to be associated with significant risk in respect of valuation of such investments. These investments are carried at cost less any diminution in value of such investments.</p> | <p><b>Recoverability of investment in subsidiary, joint ventures and an associate</b></p> <p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>• Comparing the carrying amount of investments with the relevant subsidiaries, joint ventures and associate balance sheet to identify whether their net assets, being an approximation of their minimum recoverable amount, were in excess of their carrying amount and assessing whether those subsidiaries, joint ventures and an associate have historically been profit-making;</li> </ul> |

|  |  |
|--|--|
| <p>In addition, considering the materiality of the investments in subsidiaries, joint ventures and an associate, vis-à-vis the total assets of the Company, this is considered to be significant to our overall audit strategy and planning.</p> | <ul style="list-style-type: none"> <li>• For the investments where the carrying amount exceeded the net asset value, comparing the carrying amount of the investment with the projected profitability based on approved business plans of the subsidiaries joint ventures and an associate;</li> <li>• Considering the adequacy of disclosures in respect of the investment in subsidiaries, joint ventures and an associate.</li> </ul> |
|--|--|

| <b>The key Audit Matter</b>  | <b>How the matter was addressed in our audit</b>   |
|--|--|
| <p><b>Recoverability of loans to subsidiaries and joint ventures</b></p> <p>The Company has extended loans to joint ventures and subsidiaries that are assessed for recoverability at each period end.</p> <p>Financial assets, which include current loans to joint ventures and subsidiaries aggregated to Rs 2253.51 lakhs at 31 March 2020</p> <p>Due to the nature of the business in the real estate industry, the Company is exposed to heightened risk in respect of the recoverability of the loans and advances granted to the aforementioned related parties.</p> <p>There is also judgement involved as to the recoverability of the working capital and project specific loans, Which rely on a number of property developments being completed over the time period specified in agreements.</p> | <p><b>Recoverability of loans to subsidiaries and joint ventures</b></p> <p>Our procedures included:</p> <ul style="list-style-type: none"> <li>• We reviewed the controls in place for issuing new loans and evidenced the Board/MD approval obtained. We obtained management's assessment of the recoverability of the loans, Which includes cash flow projections over the duration of the loans. These projections are based on underlying property development appraisals;</li> <li>• We tested cash receipts received in relation to these loans during the year through to bank statement; and</li> </ul> <p>We have obtained independent confirmations to ensure completeness and existence of loans and advances held by related parties as on 31 March 2020.</p> |

In our opinion and based on the information and explanations given to us, there are no other key audit matters to be communicated in our report, other than those more fully described in the Emphasis of Matters paragraph of our report which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results as assessed by the management.

- We assessed the Company's process to identify, assess, and respond to risks of material misstatement considering the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results for the year under consideration.
- As part of the evaluation of whether sufficient appropriate audit evidence has been obtained, we have evaluated the appropriateness of our initial risk assessments and revises previous risk assessments in light of the COVID-19 crisis for certain financial statement areas, including disclosures.
- We have considered the impact on the processes and controls that may be affected by necessary changes to business processes in light of circumstances such as travel restrictions, or as a result of remote working arrangements.
- We have designed, performed new procedures and modified previously planned audit procedures as a result of the necessity for carrying out the audit procedures remotely, including verification of the source and completeness of data provided for audit. This includes performing alternative audit procedures to obtain audit comfort in respect of significant account balances for recognition, measurement and disclosures.
- We have audited the management's estimates required in the financial statements, including, but not limited to, estimates related to expected credit loss, inventory obsolescence, impairment analyses by checking the reasonableness of underlying assumptions in making those key estimates. We specifically discussed the impact of COVID-19 with the management and critically challenged the key assumptions and their reasonableness in making such key accounting estimates.
- We have considered the basis of management judgement in determining impact on the financial statements of any subsequent events related to the COVID-19 pandemic, taking into consideration the date of the financial statements, the facts and circumstances pertaining to the entity, and the conditions that existed at, or arose after, that date. As the impacts of the COVID-19 outbreak continue to evolve, including regulatory restrictions/ conditions, capturing events that relate specifically to conditions that existed at the date of the financial statements, or after the date of the financial statements, we have considered all subsequent events and transactions to substantiate our conclusions on the appropriateness of management's assessment of the Covid'19 impact.

- We have carried out a detailed analysis of data and performed additional analytical procedures for validating the management's assessment of impact due to covid - 19 related uncertainties.
- We have considered management's adjustments or disclosures which includes the impact of the changes in the environment on the recognition and measurement of account balances and transactions in the financial statements or other specific disclosures.

### **Other Information**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report there on.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion there on.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statement or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ( Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the Preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern , disclosing, as applicable, matters related to going concern and using the concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibility for the audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise Professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern . If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation , structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations, which to the best of our Knowledge and Belief, were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;
- (e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the act; and
- (f) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the Explanations given to us :

- (i) The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its standalone financial statements - Refer Note 34 & 41 to the standalone financial statements;
- (ii) The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2020; and

- (iv) The disclosures in the standalone financial statements regarding holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2020.

For and on behalf of

**Karumanchi & Associates**

*Chartered Accountants*

Firm's Registration Number : 001753S

Sd/-

**K.Peddabbai**

*Partner*

M.No : 025036

UDIN No : 20025036AAAABY6087

Place : Hyderabad

Date : 31.07.2020

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT – 31 MARCH 2020**

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2020, we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and investment properties.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment and investment properties by which the property, plant and equipment and investment properties are verified by the management according to a phased programme designed to cover all the items over a period of three years.
- In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with the policy, the Company has physically verified certain property, plant and equipment and investment properties during the year and no discrepancies were noticed in respect of assets verified during the year.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The company inventory includes construction work in progress accordingly the requirements under paragraph 3(ii) of the Order is not applicable for construction work in progress. The inventory comprising of finished goods has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. No discrepancies were noticed on verification between the physical stocks and the book records.
- (iii) The Company has granted unsecured loans to companies, limited liability partnerships covered in the register maintained under Section 189 of the Companies Act,2013 ('the Act'). The Company has not granted any loans, secured or unsecured, to firms or other parties covered in the register required to be maintained under Section 189 of the Act.
- (a) According to the information and explanations given to us and based on the audit procedure conducted by us, we are of the opinion that the rate of interest and other terms and conditions of unsecured loans granted by the Company to companies and limited liability partnerships covered in the register required to be maintained under Section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us the unsecured loans granted to companies and limited liability partnerships and the interest there on are repayable on demand. The borrowers have been regular in payment of principal and interest as demanded.
- (c) There are no overdue amounts of more than 90 days in respect of the unsecured loans granted to companies and limited liability partnerships by the Company.
- (iv) In our opinion, and according to the information and explanations given to us and based on the audit procedures conducted by us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to loans granted, guarantees provided and investments made by the Company. The Company has not provided any security during the year to the parties covered under Section 185 and 186 of the Act. Accordingly, compliance under Section 185 and 186 of the Act in respect of providing securities is not applicable to the Company.



- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3 (v) of the Order is not applicable of the Company.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148 (1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Goods and Service Tax, Labour Cess, Professional Tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. Amounts deducted / accrued in the books of account in respect of undisputed statutory dues of Income Tax have generally been regularly deposited during the year by the Company with the appropriate authorities, though there have been slight delays in a few cases. As explained to us, the Company did not have any dues on account of wealth tax.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Professional Tax, Property Tax, Labour Cess, Goods and Service Tax, Cess and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax as at 31 March 2020, which have not been deposited with the appropriate authorities on account of any dispute, except as stated below:

| Particulars | Amount (Rs.Lakhs) | Period To Which The Amount Relates (FY) | Forum Where the Dispute Is Pending |
|-------------|-------------------|---|------------------------------------|
| Income Tax  | 841.48            | 2011-12                                 | ITAT                               |
| Service Tax | 1820.62           | 2006-07 To 2010-11                      | CESTAT                             |
| Entry Tax   | 13.18             | 2012-13 to 2016-17                      | Appellate Dy.Commissioner          |

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted during the year in repayment of loans or borrowings to banks or financial institutions or dues to debenture holders. The Company does not have any loans or borrowings from government during the year.
- (ix) According to the information and explanation given us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations give to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, during the year the managerial remuneration is not paid or provided. Hence specific approvals from Central Government with reference to section 197 read with Schedule V to the companies Act does not arise.
- (xii) In our opinion and according to the information and explanations give to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The details of such related party transactions as been disclosed in the standalone financial statements as required by Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the Company as not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause3 (xiv) of the Order are not applicable to the company and hence not commented upon.

- (xv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable to the Company.
- (xvi) In Our opinion and according to the information and explanations given to us, the company is not required to be registered under Section 45 – IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For and on behalf of

**Karumanchi & Associates**

*Chartered Accountants*

Firm's Registration Number : 001753S

Sd/-

**K.Peddabai**

*Partner*

M.No : 025036

UDIN No : 20025036AAAABY6087

Place : Hyderabad

Date : 31.07.2020

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT – 31 MARCH 2020**

**Report on the Internal Financial Controls with reference to the aforesaid standalone financial statements under Clause (I) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

**(Referred to in paragraph (A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Opinion**

We have audited the internal financial controls with reference to standalone financial statements of Prajay Engineers Syndicate Limited ("The Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on the date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note")

**Management's Responsibility by Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to standalone financial statements criteria established by the Company considering the essential components or internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation or reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with respect to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with respect to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with respect to standalone financial statements included obtaining an understanding of internal financial controls with respect to standalone financial

statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

#### **Meaning of Internal Financial Controls with reference to Standalone Financial Statements**

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluations of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For and on behalf of

#### **Karumanchi & Associates**

*Chartered Accountants*

Firm's Registration Number : 001753S

**Sd/-**

**K.Peddabbai**

*Partner*

M.No : 025036

UDIN No : 20025036AAAABY6087

Place : Hyderabad

Date : 31.07.2020

| <b>Prajay Engineers Syndicate Limited</b>  |  |   |                                |
|--|--|---|--------------------------------|
| <b>Standalone Balance Sheet as at 31st March , 2020</b>  |  |   |                                |
| (All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)   |  |   |                                |
| <b>Particulars</b>   | <b>Note</b>  | <b>As at<br/>31 March 2020</b>  | <b>As at<br/>31 March 2019</b> |
| <b>Assets</b>  |  |   |                                |
| <b>Non-current assets</b>  |  |   |                                |
| Property, plant and equipment  | 6  | 12,193.41   | 12,479.02                      |
| Capital work-in-progress   |  | 25,857.87   | 25,371.86                      |
| Intangible assets  | 7  | 1.46  | 1.97                           |
| <b>Financial assets</b>  |  |   |                                |
| Investments  | 8  | 13,319.69   | 13,320.39                      |
| Loans  | 9  | 69.61   | 69.61                          |
| Other non-current assets   | 10   | 5,188.47  | 5,631.14                       |
|  |  | <b>56,630.51</b>  | <b>56,873.99</b>               |
| <b>Current assets</b>  |  |   |                                |
| Inventories  | 11   | 33,960.74   | 36,460.15                      |
| <b>Financial assets</b>  |  |   |                                |
| Investments  | 8  | 0.10  | -                              |
| Trade receivables  | 12   | 17,267.20   | 18,475.33                      |
| Cash and bank balances   | 13   | 300.65  | 449.19                         |
| Loans  | 9  | 626.87  | 719.85                         |
| Current tax assets, gross  |  | 280.60  | 586.56                         |
| Other current assets   | 10   | 1,395.95  | 1,873.49                       |
|  |  | <b>53,832.11</b>  | <b>58,564.57</b>               |
| <b>Total assets</b>  |  | <b>1,10,462.62</b>  | <b>1,15,438.56</b>             |
| <b>Equity and Liabilities</b>  |  |   |                                |
| <b>Equity</b>  |  |   |                                |
| Equity share capital   | 14   | 6,993.58  | 6,993.58                       |
| Other equity   | 15   | 50,149.34   | 50,538.40                      |
| <b>Total equity</b>  |  | <b>57,142.92</b>  | <b>57,531.98</b>               |
| <b>Non-current liabilities</b>   |  |   |                                |
| <b>Financial Liabilities</b>   |  |   |                                |
| Borrowings   | 16   | 2,040.29  | 1,891.88                       |
| Provision for Gratuity   |  | 94.46   | 94.61                          |
| Deferred tax liabilities (net)   | 17   | 1,335.98  | 1,245.93                       |
|  |  | <b>3,470.73</b>   | <b>3,232.42</b>                |
| <b>Current liabilities</b>   |  |   |                                |
| <b>Financial Liabilities</b>   |  |   |                                |
| Borrowings   | 16   | 4,509.58  | 4,661.30                       |
| Trade payables   | 18   | 17,210.63   | 20,758.21                      |
| Other financial liabilities  | 19   | 20,915.43   | 21,992.42                      |
| Other current liabilities  | 20   | 7,064.23  | 7,113.13                       |
| Liabilities for current tax assets   |  | 149.10  | 149.10                         |
| <b>Total liabilities</b>   |  | <b>49,848.97</b>  | <b>54,674.16</b>               |
| <b>Total equity and liabilities</b>  |  | <b>1,10,462.62</b>  | <b>1,15,438.56</b>             |
| Summary of significant accounting policies   | 1 to 5   |   |                                |
| The accompanying notes are an integral part of the standalone financial statements.  |  |   |                                |
| As per our report of even date attached  |  |   |                                |
| for Karumanchi & associates<br>Chartered Accountants<br>ICAI Firm Registration number: 001753S                                 |  | for and on behalf of the Board of Directors of Prajay Engineers<br>Syndicate Limited                            |                                |
| Sd/-<br>K.Peddabbai<br>Partner<br>Membership No: 025036<br>UDIN No: 20025036AAAABY6087<br>Place: Hyderabad<br>Date: 31.07.2020 | Sd/-<br>D.Vijay Sen Reddy<br>Chairman and Managing Director<br>DIN: 00291185<br>Sd/-<br>P.Bhaskara Rao<br>Chief Financial Officer<br>M.No.CMA 9445 | Sd/-<br>D.Rohit Reddy<br>Director<br>DIN: 07560450<br>Sd/-<br>T.Siva Kumar<br>Company Secretary<br>M No. A37447 |                                |

**Prajay Engineers Syndicate Limited****Statement of Profit and Loss for the year ended March 31, 2020**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| <b>Particulars</b>  | <b>Note</b> | <b>For the year ended<br/>31 March 2020</b> | <b>For the year ended<br/>31 March 2019</b> |
|---|-------------|---|---|
| Revenue from operations   | 21          | 4,931.03                                    | 4,678.57                                    |
| Other income  | 22          | 336.33                                      | 483.30                                      |
| <b>Total income</b>   |             | <b>5,267.36</b>                             | <b>5,161.87</b>                             |
| <b>Expenses</b>   |             |   |   |
| Cost of Land, Plots and Constructed Properties                        | 23          | 3,329.24                                    | 3,013.84                                    |
| Direct Cost Hotels & Resorts  | 23          | 477.71                                      | 423.25                                      |
| Employee benefits expense   | 24          | 320.58                                      | 381.23                                      |
| Depreciation and amortisation expense                                 | 25          | 407.44                                      | 418.40                                      |
| Finance costs   | 26          | 511.53                                      | 1,541.07                                    |
| Other expenses  | 27          | 593.94                                      | 772.07                                      |
| <b>Total expense</b>  |             | <b>5,640.44</b>                             | <b>6,549.86</b>                             |
| <b>Profit before prior period items</b>                               |             | <b>(373.08)</b>                             | <b>(1,387.99)</b>                           |
| Prior period adjustments  |             | -   | -   |
| <b>Profit before Tax</b>  |             | <b>(373.08)</b>                             | <b>(1,387.99)</b>                           |
| Tax expenses  |             |   |   |
| Current tax   |             | -   | -   |
| Prior Period Tax  |             | -   | -   |
| Deferred tax charge   |             | 90.05                                       | (91.46)                                     |
| Total tax expense   |             | 90.05                                       | (91.46)                                     |
| <b>Profit for the year</b>  |             | <b>(463.13)</b>                             | <b>(1,296.53)</b>                           |
| <b>Other comprehensive income</b>                                     |             |   |   |
| <b>Items that will not be reclassified to profit or loss:</b>         |             |   |   |
| Net (loss)/ gain on Fair Value Through OCI (FVTOCI) equity securities |             | (0.70)                                      | (0.29)                                      |
| Re-measurement gains/ (losses) on defined benefit plan                |             | -   | -   |
| Income-tax effect   |             | 0.12  | 0.06  |
| <b>Other comprehensive income for the year, net of tax</b>            |             | <b>(0.58)</b>                               | <b>(0.23)</b>                               |
| <b>Total comprehensive income for the year</b>                        |             | <b>(463.71)</b>                             | <b>(1,296.76)</b>                           |
| <b>Earnings per equity share (nominal value of INR 10) in INR</b>     |             |   |   |
| Basic and Diluted   |             | (0.66)                                      | (1.85)                                      |

Summary of significant accounting policies

1 to 5

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for Karumanchi & associates  
Chartered Accountants  
ICAI Firm Registration number: 001753Sfor and on behalf of the Board of Directors of Prajay Engineers  
Syndicate LimitedSd/-  
K.Peddabai  
Partner  
Membership No: 025036  
UDIN No: 20025036AAAABY6087Sd/-  
D.Vijay Sen Reddy  
Chairman and Managing Director  
DIN: 00291185Sd/-  
P.Bhaskara Rao  
Chief Financial Officer  
M.No.CMA 9445Sd/-  
D.Rohit Reddy  
Director  
DIN: 07560450  
Sd/-  
T.Siva Kumar  
Company Secretary  
M No. A37447Place: Hyderabad  
Date: 31.07.2020

**Prajay Engineers Syndicate Limited**  
**Standalone Statement of Changes in Equity for the year ended March 31, 2020**  
(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| <b>a. Equity Share Capital</b>                                   | <b>No. of shares</b> | <b>Amount</b> |
|--|----------------------|---------------|
| <b>Equity shares of INR 10 each issued</b>                       |                      |               |
| At March 31, 2019  | 7,02,67,291          | 7,026.72      |
| At March 31, 2020  | 7,02,67,291          | 7,026.72      |
| <b>Equity shares of INR 10 each subscribed and fully paid-up</b> |                      |               |
| At March 31, 2019  | 6,99,35,791          | 6,993.58      |
| At March 31, 2020  | 6,99,35,791          | 6,993.58      |

**b. Other equity**

| <b>Particulars</b>  | <b>Reserves and Surplus</b> |                        |                        |                          | <b>Total</b>     |
|---|-----------------------------|------------------------|------------------------|--------------------------|------------------|
|   | <b>Share Premium</b>        | <b>Capital Reserve</b> | <b>General reserve</b> | <b>Retained Earnings</b> |                  |
| <b>At March 31, 2018</b>  | 40,762.16                   | 475.80                 | 1,999.08               | 8,598.12                 | <b>51,835.16</b> |
| Profit for the year   |                             |                        |                        | (1,296.53)               | (1,296.53)       |
| Other comprehensive income  |                             |                        |                        |                          |                  |
| Net (loss)/ gain on Fair Value Through OCI (FVTOCI) equity securities |                             |                        |                        | (0.29)                   | (0.29)           |
| Re-measurement gains/ (losses) on defined benefit plans               |                             |                        |                        | -                        | -                |
| Income-tax effect   |                             |                        |                        | 0.06                     | 0.06             |
| <b>At March 31, 2019</b>  | 40,762.16                   | 475.80                 | 1,999.08               | 7,301.37                 | 50,538.40        |
| Profit for the year   |                             |                        |                        | (463.13)                 | (463.13)         |
| Other comprehensive income  |                             |                        |                        |                          |                  |
| Net (loss)/ gain on Fair Value Through OCI (FVTOCI) equity securities |                             |                        |                        | (0.70)                   | (0.70)           |
| Income Tax Refund   |                             |                        |                        | 74.65                    | 74.65            |
| Re-measurement gains/ (losses) on defined benefit plans, net of tax   |                             |                        |                        | -                        | -                |
| Income-tax effect   |                             |                        |                        | 0.12                     | 0.12             |
| <b>Balance as of 31 Mar 2020</b>                                      | 40,762.16                   | 475.80                 | 1,999.08               | 6,912.31                 | 50,149.34        |

Summary of significant accounting policies 1 to 5

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for Karumanchi & associates

Chartered Accountants

ICAI Firm Registration number: 001753S

for and on behalf of the Board of Directors of Prajay Engineers Syndicate Limited

Sd/-  
K.Peddabbai  
Partner  
Membership No: 025036  
UDIN No: 20025036AAAAABY6087  
Place: Hyderabad  
Date: 31.07.2020

Sd/-  
D.Vijay Sen Reddy  
Chairman and Managing Director  
DIN: 00291185  
Sd/-  
P.Bhaskara Rao  
Chief Financial Officer  
M.No.CMA 9445

Sd/-  
D.Rohit Reddy  
Director  
DIN: 07560450  
Sd/-  
T.Siva Kumar  
Company Secretary  
M No. A37447

**Prajay Engineers Syndicate Limited****Standalone Statement of Cash Flows for the Year ended March 31, 2020**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars  | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--|-------------------------------------|-------------------------------------|
| <b>Operating activities</b>  |                                     |                                     |
| <b>Profit before tax</b>   | <b>(373.08)</b>                     | <b>(1,387.99)</b>                   |
| <i>Adjustments to reconcile profit before tax to net cash flows:</i>                                     |                                     |                                     |
| Depreciation of tangible assets  | 406.94                              | 417.89                              |
| Amortisation of intangible assets  | 0.50                                | 0.51                                |
| Finance income (including fair value change in financial instruments)                                    | (115.86)                            | (5.49)                              |
| Finance costs (including fair value change in financial instruments)                                     | 512.23                              | 1,541.36                            |
| <i>Working capital adjustments:</i>  |                                     |                                     |
| (Increase)/ decrease in trade receivables  | 1,208.13                            | 1,389.53                            |
| (Increase)/ decrease in inventories  | 2,499.41                            | 2,142.09                            |
| (Increase)/ decrease in loans  | 92.98                               | 38.48                               |
| (Increase)/ decrease in other assets   | 920.21                              | (538.43)                            |
| Increase/ (decrease) in trade payables and other financial liabilities                                   | (4,218.97)                          | (2,875.91)                          |
| Increase/ (decrease) in provisions   | (0.15)                              | (4.19)                              |
| Increase/ (decrease) in other non financial liabilities  | (48.78)                             | 2,715.98                            |
|  | <b>883.56</b>                       | <b>3,436.92</b>                     |
| Income tax paid  | 493.59                              | (51.88)                             |
| <b>Net cash flows from operating activities</b>  | <b>1,377.15</b>                     | <b>3,385.04</b>                     |
| <b>Investing activities</b>  |                                     |                                     |
| Purchase of property, plant and equipment (including capital work in progress)                           | (607.33)                            | (1,825.03)                          |
| (Investments in)/ redemption of bank deposits (having original maturity of more than three months) - net | (0.10)                              | 22.85                               |
| Interest received (finance income)   | 2.88                                | 5.49                                |
| <b>Net cash flows used in investing activities</b>   | <b>(604.55)</b>                     | <b>(1,796.69)</b>                   |
| <b>Financing activities</b>  |                                     |                                     |
| Proceeds / (repayment) from long term borrowings, net  | 148.41                              | (132.69)                            |
| Proceeds / (repayment) from short term borrowings, net   | (151.72)                            | 156.57                              |
| Interest paid  | (917.83)                            | (1,591.45)                          |
| <b>Net cash flows from/ (used in) financing activities</b>   | <b>(921.14)</b>                     | <b>(1,567.57)</b>                   |
| <b>Net increase / (decrease) in cash and cash equivalents</b>  | <b>(148.54)</b>                     | <b>20.78</b>                        |
| Cash and cash equivalents at the beginning of the year (refer note 13)                                   | 449.19                              | 428.41                              |
| <b>Cash and cash equivalents at the end of the year (refer note 13)</b>                                  | <b>300.65</b>                       | <b>449.19</b>                       |

Note: Cash &amp; Cash Equivalents INR 0.16 lakhs in Escrow account (31.03.2019 : INR 0.16 lakhs)

Summary of significant accounting policies 1 to 5

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for Karumanchi &amp; associates

Chartered Accountants

ICAI Firm Registration number: 001753S

Sd/-

K.Peddabai

Partner

Membership No: 025036

UDIN No: 20025036AAAAABY6087

Place: Hyderabad

Date: 31.07.2020

for and on behalf of the Board of Directors of Prajay Engineers  
Syndicate Limited

Sd/-

D.Vijay Sen Reddy

Chairman and Managing Director

DIN: 00291185

Sd/-

P.Bhaskara Rao

Chief Financial Officer

M.No.CMA 9445

Sd/-

D.Rohit Reddy

Director

DIN: 07560450

Sd/-

T.Siva Kumar

Company Secretary

M No. A37447

# **Prajay Engineers Syndicate Limited**

## **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### **1. General information**

Prajay Engineers Syndicate Limited (the Company) is a public company domiciled & incorporated under the provisions of the Companies Act, 1956 on April 19, 1994. The Company is engaged primarily in the business of real estate construction, development and maintaining hospitality projects. The shares of the Company are listed on two stock exchanges in India i.e. National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

### **2. Basis of preparation of financial statements**

#### **2.1 Statement of Compliance**

The financial statements of the Company have been prepared and presented in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time.

#### **2.2 Accounting convention**

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the statement of financial position:

- certain financial assets and liabilities are measured at fair value;
- employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;
- long term borrowings are measured at amortized cost using the effective interest rate method.

#### **2.3 Functional currency**

The financial statements are presented in Indian rupees, which is the functional currency of our Company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates.

#### **2.4 Operating cycle**

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

##### *Assets:*

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

##### *Liabilities:*

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.



**Prajay Engineers Syndicate Limited**  
**Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**3. Significant accounting policies**

**3.1 Revenue recognition**

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable, net of taxes and applicable trade discounts and allowances.

- (i) Revenue from sale of land / plots is recognized in the financial year in which the agreement to sell is executed, at which time all the following conditions are satisfied:
- the Company has transferred to the buyer the significant risks and rewards of ownership;
  - the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the land sold;
  - the amount of revenue can be measured reliably;
  - it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.
- (ii) Revenue from constructed properties (excluding GST) is recognized on the “percentage of completion method”. The total sale consideration as per the agreements to sell constructed properties entered is recognized as revenue only when the stage of completion is 20 percent or more when the outcome of the project can be estimated reliably. When it is probable that total costs will exceed the total project revenue the expected loss is recognized immediately. GST does not form part of gross revenue.
- (iii) Contract revenue from the construction contracts are recognized on “percentage of completion method measured by survey of work performed” depending on the nature of the contract. The revenue on construction contract is recognized only when the stage of completion is 20 percent or more when the outcome of the contract can be estimated reliably. When it is probable that the total cost exceeds the total contract revenue, the expected loss is recognized immediately.
- (iv) Income from sale of Rooms, Food and Beverages and allied services relating to hotel operations is recognized upon rendering of the service. Income stated is exclusive of amount received towards sales tax/ service tax /GST etc.
- (v) In respect of membership (club) sales, revenue is recognized as under:
- Life membership, Permanent membership and Time-share membership over a period of 15 years,
  - Long-term membership over a period of 3 years.
  - Health club membership fully in the year of receipt.

*Dividend and interest income*

Dividend income from investments is recognized when the shareholder's right to receive payment has been established.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

#### **3.2 Cost of construction**

Cost of constructed properties includes cost of land (including land under agreements to purchase), estimated internal development costs, external development charges, constructions costs and development/ construction materials, which is charged to the statement of profit and loss based on the percentage of revenue recognized, in consonance with the concept of matching costs and revenue. Final adjustment is made on completion of the applicable project.

Cost of Construction Contracts includes estimated construction costs and construction material, which is charged to the statement of profit and loss based on percentage of revenue recognized measured by survey of work performed as per accounting policy above, depending on the nature of the contract, in consonance with the concept of matching costs and revenue. Final adjustment is made on completion of the applicable project.

Overhead expenses comprising costs other than those directly charged to the jobs are distributed over the various projects on a pro-rata basis having regard to the activity and nature of such projects.

#### **3.3 Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rental expense from operating leases is generally recognised on a straight-line basis over the term of relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

#### **3.4 Foreign currencies**

In preparing the financial statements of the Company, transactions in currencies other than the company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

#### **3.5 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### **3.6 Taxation**

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

##### **Current tax**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

##### **Deferred tax**

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not

## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### **3.7 Earnings per share**

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

### **3.8 Property, plant and equipment**

#### *Recognition and measurement*

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within "other (income)/expense, net" in the income statement.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognized in the income statement as incurred.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

#### *Depreciation*

Depreciation is recognized in the income statement on a straight-line basis over the estimated useful lives of property, plant and equipment as prescribed in Schedule II to the Companies Act, 2013. Leased assets are depreciated over the shorter of the lease term and their useful lives. The depreciation expense is included in the costs of the functions using the asset. Land is not depreciated.

Software for internal use, which is primarily acquired from third-party vendors and which is an integral part of a tangible asset, is capitalized as part of the related tangible asset. Subsequent costs associated with maintaining such software are recognized as expense as incurred. The capitalized costs are amortized over the estimated useful life of the software or the remaining useful life of the tangible fixed asset, whichever is lower.

## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

#### **3.9 Inventories**

Inventories are valued as under:

- Land earmarked for property development is valued at cost. Cost includes land acquisition cost, registration charges and stamp duty.
- Constructed properties includes cost of land, premium for development rights, construction costs and allocated interest and expenses incidental to the projects undertaken by the company.
- Stock of food and beverages are carried at cost and net realizable value, whichever is lower. Cost is determined on the "weighted average" method.

#### **3.10 Impairment of non-financial assets**

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized in the income statement if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Goodwill that forms part of the carrying amount of an investment in an associate is not recognized separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

An impairment loss in respect of equity accounted investee is measured by comparing the recoverable amount of investment with its carrying amount. An impairment loss is recognized in the income statement, and reversed if there has been a favorable change in the estimates used to determine the recoverable amount.

#### **3.11 Employee benefits**

##### *Short-term employee benefits*

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### *Defined contribution plans*

The Company's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

##### *Defined benefit plans*

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from

## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

#### *Termination benefits*

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

#### *Other long-term employee benefits*

The Company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

### **3.12 Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

### **3.13 Contingent liabilities & contingent assets**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

### **3.14 Financial instruments**

#### *Initial recognition*

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

#### *Subsequent measurement*

##### *Non-derivative financial instruments*

- Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held with a business model whose objective to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

- Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held with a business model whose objective is achieved by collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further in cases where the Company had made an irrevocable election based on its

business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

- Investment in subsidiaries and associates

Investment in subsidiaries and associates are carried at cost in the separate financial statements.

- Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to short maturity of these instruments.

- 4. Fixed Assets:** Freehold land and buildings (properties) were carried in the balance sheet prepared in accordance with Indian GAAP on the basis of carrying cost (cost model) on 31 March 2015. The company has elected to regard those carrying costs of property as deemed cost at the date of transition. Accordingly, the Company has not revalued the property at 1 April 2015.

**Investments in associates and subsidiaries:** The Company has elected to continue with the carrying value of its investments in subsidiary companies and associate companies as of April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

#### **5. Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, which are described in note 3, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

##### ***Provision and contingent liability***

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

##### ***Useful lives of depreciable assets***

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2020 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

***Investment in equity instruments of subsidiary and associate companies***

During the year, the Company assessed the investment in equity instrument of subsidiary and associate companies carried at cost for impairment testing. These companies are expected to generate positive cash flows in the future years. Detailed analysis has been carried out on the future projections and the Company is confident that the investments do not require any impairment.

**Prajay Engineers Syndicate Limited**
**Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**6 Property, plant and equipment**

| Particulars                     | Freehold Land | Buildings | Plant and Machinery | Furniture and fixtures | Computers | Vehicles | Total     |
|---------------------------------|---------------|-----------|---------------------|------------------------|-----------|----------|-----------|
| <b>Cost</b>                     |               |           |                     |                        |           |          |           |
| At March 31, 2018               | 430.85        | 11,617.96 | 2,147.15            | 106.53                 | 9.13      | 180.78   | 14,492.40 |
| Additions                       | -             | -         | 11.65               | -                      | 2.19      | 33.33    | 47.17     |
| Adjustments                     |               |           | 13.31               |                        |           |          | 13.31     |
| At March 31, 2019               | 430.85        | 11,617.96 | 2,145.49            | 106.53                 | 11.32     | 214.11   | 14,526.26 |
| Additions                       |               |           | 9.65                | 2.94                   | 0.41      | 108.32   | 121.32    |
| Adjustments                     |               |           |                     |                        |           |          | -         |
| At March 31, 2020               | 430.85        | 11,617.96 | 2,155.14            | 109.47                 | 11.73     | 322.43   | 14,647.58 |
| <b>Accumulated depreciation</b> |               |           |                     |                        |           |          |           |
| At March 31, 2018               | -             | 541.74    | 928.37              | 58.41                  | 6.90      | 98.45    | 1,633.87  |
| Charge for the year             |               | 190.97    | 198.66              | 8.14                   | 0.87      | 19.25    | 417.89    |
| Less: Adjustments               |               |           | 4.51                |                        |           |          | 4.51      |
| At March 31, 2019               |               | 732.71    | 1,122.52            | 66.55                  | 7.77      | 117.70   | 2,047.25  |
| Charge for the year             |               | 190.97    | 176.50              | 7.80                   | 1.13      | 30.53    | 406.93    |
| Less: Adjustments               |               |           |                     |                        |           |          |           |
| At March 31, 2020               |               | 923.68    | 1,299.02            | 74.35                  | 8.90      | 148.23   | 2,454.18  |
| <b>Carrying amount</b>          |               |           |                     |                        |           |          |           |
| At March 31, 2018               | 430.85        | 11,076.22 | 1,218.78            | 48.12                  | 2.23      | 82.33    | 12,858.54 |
| At March 31, 2019               | 430.85        | 10,885.25 | 1,022.97            | 39.98                  | 3.55      | 96.41    | 12,479.02 |
| At March 31, 2020               | 430.85        | 10,694.28 | 856.12              | 35.12                  | 2.83      | 174.20   | 12,193.41 |

**Note**

## a) Capitalised borrowing costs

The amount of borrowing costs capitalised during the year ended March 31, 2020 was INR Nil (March 31, 2019 - INR Nil).

## b) Charge on Property, plant and equipment

Property, plant and equipment with a carrying amount of INR Nil (March 31, 2019 - INR Nil) lakhs and Vehicles with a carrying amount of INR 98.86 lakhs (March 31, 2019 - INR 6.32 lakhs) are subject to a first charge to secure the Company's bank loans.

**7 Intangible assets**

| Particulars                     | Computer softwares | Total |
|---------------------------------|--------------------|-------|
| <b>Cost</b>                     |                    |       |
| At March 31, 2018               | 2.50               | 2.50  |
| Additions                       | -                  | -     |
| At March 31, 2019               | 2.50               | 2.50  |
| Additions                       |                    |       |
| At March 31, 2020               | 2.50               | 2.50  |
| <b>Accumulated depreciation</b> |                    |       |
| At March 31, 2018               | 0.03               | 0.03  |
| Depreciation expense            | 0.50               | 0.50  |
| At March 31, 2019               | 0.53               | 0.53  |
| Depreciation expense            | 0.51               | 0.51  |
| At March 31, 2020               | 1.04               | 1.04  |
| <b>Carrying amount</b>          |                    |       |
| At March 31, 2018               | 2.47               | 2.47  |
| At March 31, 2019               | 1.97               | 1.97  |
| At March 31, 2020               | 1.46               | 1.46  |



**Prajay Engineers Syndicate Limited****Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**8 Investments**

| <b>Particulars</b>  | <b>31 March 2020</b> | <b>31 March 2019</b> |
|---|----------------------|----------------------|
| <b>Non-current investments</b>  |                      |                      |
| <b>Investments carried at cost</b>  |                      |                      |
| <b>Unquoted equity shares</b>   |                      |                      |
| <i>Investments in subsidiaries</i>  |                      |                      |
| 5,000 (March 31, 2019: 5,000) equity shares of face value Rs. 1,000 each fully paid up in Prajay Retail Properties Private Limited                          | 1,100.00             | 1,100.00             |
| 999,900 (March 31, 2019: 999,900) equity shares of face value Rs. 10 each fully paid up in Prajay Holdings Private Limited                                  | 99.99                | 99.99                |
| <i>Investments in associates</i>  |                      |                      |
| 64,595 (March 31, 2019: 64,595) equity shares of face value Rs. 10 each fully paid up in Prajay Properties Private Limited                                  | 6.46                 | 6.46                 |
| 10,000 (March 31, 2019: 10,000) equity shares of face value USD 1 each fully paid up in Genesis Capital Private Limited, Mauritius                          | 5.18                 | 5.18                 |
| <b>Unquoted preference instruments</b>  |                      |                      |
| <i>Investment in subsidiary</i>   |                      |                      |
| 64,438,944 (March 31, 2019: 64,438,944) optionally convertible preference shares of face value Rs. 10 each fully paid up in Prajay Holdings Private Limited | 6,443.89             | 6,443.89             |
| <i>Investment in associate</i>  |                      |                      |
| 40,130 (March 31, 2019: 40,130) optionally convertible preference shares of face value Rs. 10,000 each fully paid up in Prajay Properties Private Limited   | 4,013.00             | 4,013.00             |
| <b>Investment in the capital of partnership firm</b>  |                      |                      |
| 50% (March 31, 2019: 50%) share in the profits of Prajay Binjusaria Estates   | 1,650.50             | 1,650.50             |
| <b>Total investments carried at cost</b>  | <b>13,319.02</b>     | <b>13,319.02</b>     |
| <b>Investments carried at Fair Value Through Other Comprehensive Income (FVTOCI)</b>  |                      |                      |
| <b>Quoted equity shares</b>   |                      |                      |
| 9,500 (March 31, 2019: 9,500) equity shares of face value Rs. 10 each, fully paid up in Indian Overseas Bank  | 0.67                 | 1.37                 |
| <b>Total investments carried at fair value through other comprehensive income</b>   | <b>0.67</b>          | <b>1.37</b>          |
| <b>Investments in term deposit accounts (original maturity more than 12 months)</b>   |                      |                      |
| Term deposits with Indian Overseas Bank   | -                    | -                    |
| <b>Total other investments</b>  | <b>-</b>             | <b>-</b>             |
| <b>Total investments</b>  | <b>13,319.69</b>     | <b>13,320.39</b>     |
| <b>Current investments</b>  |                      |                      |
| <b>Investments in term deposit accounts (original maturity more than 3 months and less than 12 months)</b>  |                      |                      |
| Term deposits with HDFC Bank  | 0.10                 | -                    |
| <b>Total other investments</b>  | <b>0.10</b>          | <b>-</b>             |
| <b>Category-wise investments</b>  |                      |                      |
| Investment in equity instruments  | 1,212.30             | 1,213.00             |
| Investment in preference shares   | 10,456.89            | 10,456.89            |
| Investment in capital of partnership firm   | 1,650.50             | 1,650.50             |
| Investment in term deposit accounts with original maturity more than 3 months   | 0.10                 | -                    |
| <b>Other disclosures</b>  |                      |                      |
| Investment in subsidiaries  | 7,643.88             | 7,643.88             |
| Investment in associates  | 4,024.64             | 4,024.64             |
| Investment in capital of partnership firm   | 1,650.50             | 1,650.50             |

**Prajay Engineers Syndicate Limited****Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**9 Loans (Unsecured, considered good unless otherwise stated)**

| <b>Particulars</b>           | <b>31 March 2020</b> | <b>31 March 2019</b> |
|------------------------------|----------------------|----------------------|
| <b>Non-current</b>           |                      |                      |
| Security deposits            | 69.61                | 69.61                |
|                              | <u>69.61</u>         | <u>69.61</u>         |
| <b>Current</b>               |                      |                      |
| Security deposits (a)        | 549.74               | 549.74               |
| Other loans and advances (b) | 77.13                | 170.11               |
|                              | <u>626.87</u>        | <u>719.85</u>        |

Note: (a) includes deposit to Director INR 500.00 lakhs ( 31.03.2019 : INR 500.00 lakhs)

(b) includes INR Nil ( 31.03.2019 : INR 4.86 lakhs) to Privale Companies having Common Director.

**10 Other assets**

| <b>Particulars</b>  | <b>31 March 2020</b> | <b>31 March 2019</b> |
|---|----------------------|----------------------|
| <b>Non-current assets</b>   |                      |                      |
| <i>Unsecured, considered good</i>                                   |                      |                      |
| Advances for Purchase of Land / development (a)                     | 5,176.47             | 5,603.89             |
| Capital advances  | 12.00                | 27.25                |
| <i>Unsecured, considered doubtful</i>                               |                      |                      |
| Advances for Purchase of Land / development                         | 700.00               | 700.00               |
|   | <u>5,888.47</u>      | <u>6,331.14</u>      |
| Less: Provision against advances for Purchase of Land / development | 700.00               | 700.00               |
|   | <u>5,188.47</u>      | <u>5,631.14</u>      |
| <b>Current assets</b>   |                      |                      |
| <i>Unsecured, considered good</i>                                   |                      |                      |
| Prepaid expenses  | 6.48                 | 27.98                |
| Advances for material and works                                     | 1,389.47             | 1,845.51             |
|   | <u>1,395.95</u>      | <u>1,873.49</u>      |

Note: (a) Includes advance to Partnership firm in which the company is partner INR 89.96 lakhs (31.03.2019 : INR 89.96 lakhs)

**11 Inventories**

| <b>Particulars</b>                               | <b>31 March 2020</b> | <b>31 March 2019</b> |
|--|----------------------|----------------------|
| Land at Cost                                     | 11,622.10            | 12,202.63            |
| Land and construction work in progress - at cost | 22,324.32            | 24,240.28            |
| Food and Beverages - at cost                     | 14.32                | 17.24                |
|  | <u>33,960.74</u>     | <u>36,460.15</u>     |

**12 Trade receivables**

| <b>Particulars</b>  | <b>31 March 2020</b> | <b>31 March 2019</b> |
|---|----------------------|----------------------|
| <b>Outstanding for a period exceeding six months from the date they are due for payment</b> |                      |                      |
| Unsecured, considered good  | 17,016.10            | 18,319.21            |
| Doubtful  | 1,246.96             | 1,246.96             |
|   | <u>18,263.06</u>     | <u>19,566.17</u>     |
| Provision for doubtful receivables  | 1,246.96             | 1,246.96             |
|   | <u>17,016.10</u>     | <u>18,319.21</u>     |
| <b>Other receivables</b>  |                      |                      |
| Unsecured, considered good  | 251.10               | 156.12               |
| <b>Total Trade receivables</b>  | <u>17,267.20</u>     | <u>18,475.33</u>     |

**13 Cash and bank balances**

| <b>Particulars</b>               | <b>31 March 2020</b> | <b>31 March 2019</b> |
|----------------------------------|----------------------|----------------------|
| Balances with banks:             |                      |                      |
| - On current accounts            | 296.95               | 439.81               |
| Cash on hand                     | 3.70                 | 9.38                 |
| <b>Cash and cash equivalents</b> | <u>300.65</u>        | <u>449.19</u>        |

**Prajay Engineers Syndicate Limited**
**Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**14 Share Capital**

| Particulars  | 31 March 2020   | 31 March 2019   |
|--|-----------------|-----------------|
| <b>Authorised Share Capital</b><br>250,000,000 (March 31, 2019: 250,000,000) equity shares of Rs.10 each                   | 25,000.00       | 25,000.00       |
| <b>Issued equity capital</b><br>70,267,291 (March 31, 2019: 70,267,291) equity shares of Rs.10 each                        | 7,026.72        | 7,026.72        |
| <b>Subscribed and fully paid-up</b><br>69,935,791 (March 31, 2019: 69,935,791) equity shares of Rs.10/- each fully paid-up | 6,993.58        | 6,993.58        |
|  | <u>6,993.58</u> | <u>6,993.58</u> |

**(a) Reconciliation of shares outstanding at the beginning and end of the reporting year**

| Particulars                              | 31 March 2020        |          | 31 March 2019        |          |
|--|----------------------|----------|----------------------|----------|
|  | No. of equity shares | Amount   | No. of equity shares | Amount   |
| Outstanding at the beginning of the year | 6,99,35,791          | 6,993.58 | 6,99,35,791          | 6,993.58 |
| Issued during the year                   | -                    | -        | -                    | -        |
| Outstanding at the end of the year       | 6,99,35,791          | 6,993.58 | 6,99,35,791          | 6,993.58 |

**Of the above:**

2,972,787 shares have been allotted pursuant to a contract without payment being received in cash.

**(b) Terms / rights attached to the equity shares**

The Company has one class of equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(c) Details of shareholders holding more than 5% shares in the**

| Particulars         | 31 March 2020             |                        | 31 March 2019             |                        |
|---------------------|---------------------------|------------------------|---------------------------|------------------------|
|                     | No. of equity shares held | % holding in the class | No. of equity shares held | % holding in the class |
| -D.Vijay Sen Reddy  | 1,97,05,576               | 28.18                  | 1,23,15,183               | 17.61                  |
| - D.Hymavathi Reddy | 12,33,125                 | 1.76                   | 82,37,618                 | 11.78                  |

**15 Other equity**

|  | 31 March 2020           | 31 March 2019           |
|--|-------------------------|-------------------------|
| Capital reserves                               |                         |                         |
| Opening balance                                | 475.80                  | 475.80                  |
| Add: Additions during the year                 | -                       | -                       |
| Closing balance                                | <u>475.80</u>           | <u>475.80</u>           |
| Share premium                                  |                         |                         |
| Opening balance                                | 40,762.16               | 40,762.16               |
| Add: Premium on fresh issue                    | -                       | -                       |
| Closing balance                                | <u>40,762.16</u>        | <u>40,762.16</u>        |
| General reserve                                |                         |                         |
| Opening balance                                | 1,999.08                | 1,999.08                |
| Add: Amount transferred from retained earnings | -                       | -                       |
| Closing balance                                | <u>1,999.08</u>         | <u>1,999.08</u>         |
| Retained earnings                              |                         |                         |
| Opening balance                                | 7,301.36                | 8,598.12                |
| Profit/(loss) for the year                     | (463.13)                | (1,296.53)              |
| Other comprehensive income                     | (0.58)                  | (0.23)                  |
| Income Tax Refund                              | 74.65                   | -                       |
| Less: Transfers to general reserve             | -                       | -                       |
| Closing balance                                | <u>6,912.30</u>         | <u>7,301.35</u>         |
| <b>Total other equity</b>                      | <u><u>50,149.34</u></u> | <u><u>50,538.40</u></u> |

**Prajay Engineers Syndicate Limited****Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**16 Borrowings**

| Particulars  | 31 March 2020   | 31 March 2019   |
|--|-----------------|-----------------|
| <b>Non-current Borrowings</b>  |                 |                 |
| <b>Secured loans</b>   |                 |                 |
| Term loans from Banks  |                 |                 |
| <b>Liquient loan from Indian Overseas Bank</b>   | -               | 121.18          |
| (Liquient loan with a prime security of assignment of rent receivable for a period of 9 years commencing from March,2013)  |                 |                 |
| <b>Equipment / Auto Loans</b>  | 21.69           | -               |
| (Secured by hypothecation of vehicles acquired out of the said loan.<br>The loans are repayable in 36 equated monthly instalments)   |                 |                 |
| <b>Loans from related parties - Prajay Properties Private Limited</b>  | 2,018.60        | 1,770.70        |
| (ICD from Prajay Properties Private Limited Secured by Mortgage of 49,869 Sft of office premises at Begumpet, land admeasuring Ac 11 Gts 33 in Sy. No.1222 at Shamirpet and land admeasuring 5168 Sq.Yds in Sy.Nos 1211 to1217 and 1226 at Shamirpet village along with the personal guarantee of some the Directors.<br>The loan is repayable on the expiry of 72 months from the date of obtaining all statutory approvals for Prajay Megapolis project, which has not crystallised as on 31-3-2020) |                 |                 |
| <b>Total non-current borrowings</b>  | <u>2,040.29</u> | <u>1,891.88</u> |
| <b>Current Borrowings</b>  |                 |                 |
| <b>Secured loans from</b>  |                 |                 |
| Emami Realty Limited   | -               | 55.00           |
| (Secured against mortgage of 4 villas at Celebrity Villas)   |                 |                 |
| <b>Deposits</b>  |                 |                 |
| Unclaimed public deposits  | 1.39            | 1.39            |
| Other deposits   | 70.00           | 70.00           |
| Unsecured Loans  | 248.00          | 242.00          |
| Unsecured loans from related parties *   | 4,190.19        | 4,292.91        |
| <b>Total current Borrowings</b>  | <u>4,509.58</u> | <u>4,661.30</u> |

Note: \* includes from subsidiaries

a) Prajay Retail Properties Pvt.Ltd. INR 906.28 lakhs (31.03.2019: INR 907.01 lakhs)

b) Prajay Holdings Pvt.Lts. INR 1870.55 lakhs (31.03.2019: INR 1782.04 lakhs)

**17 Deferred tax liabilities**

| Particulars   | 31 March 2020   | 31 March 2019   |
|---|-----------------|-----------------|
| Difference in WDV of PPE as per books and WDV as per Income tax Act | 1,105.41        | 973.98          |
| Deferred tax for opening Ind AS adjustments                         | 271.95          | 313.84          |
| Deferred tax for periods Ind AS adjustments                         | (41.38)         | (41.89)         |
|   | <u>1,335.98</u> | <u>1,245.93</u> |

**18 Trade payables**

| Particulars   | 31 March 2020    | 31 March 2019    |
|---|------------------|------------------|
| Total outstanding dues of micro enterprises and small enterprises | 1.32             | 26.63            |
| Others  | 17,209.31        | 20,731.58        |
|   | <u>17,210.63</u> | <u>20,758.21</u> |

**19 Other financial liabilities**

| Particulars                                  | 31 March 2020    | 31 March 2019    |
|--|------------------|------------------|
| <b>Current</b>                               |                  |                  |
| Current maturities of non-current borrowings | 3,352.79         | 4,427.43         |
| Interest accrued and due on borrowings       | 17,562.64        | 17,564.99        |
|  | <u>20,915.43</u> | <u>21,992.42</u> |

**20 Other current liabilities**

| Particulars            | 31 March 2020   | 31 March 2019   |
|------------------------|-----------------|-----------------|
| Advance from Customers | 7,064.23        | 7,113.13        |
|                        | <u>7,064.23</u> | <u>7,113.13</u> |

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**21 Revenue from operations**

| Particulars                             | 31 March 2020   | 31 March 2019   |
|---|-----------------|-----------------|
| <b>Construction division</b>            |                 |                 |
| (a) Sale of Constructed Properties      | 2,110.62        | 672.72          |
| (b) Revenue from Construction Contracts | -               | 424.96          |
| (c) Sale of Land                        | 1,695.17        | 2,510.18        |
| <b>Hospitality division</b>             |                 |                 |
| (a) Sale of Rooms                       | 402.66          | 294.42          |
| (b) Food and Beverages                  | 682.89          | 641.88          |
| (c) Others                              | 2.88            | 3.02            |
| (d) Membership Fees                     | 36.81           | 131.39          |
|   | <b>4,931.03</b> | <b>4,678.57</b> |

**22 Other income**

| Particulars                            | 31 March 2020 | 31 March 2019 |
|--|---------------|---------------|
| Interest income                        |               |               |
| On fixed deposits                      | -             | 1.04          |
| On Income Tax Refunds                  | 206.16        |               |
| Others                                 | 2.88          | 4.45          |
| Other operating revenues-Rental Income | 30.72         | 360.38        |
| Miscellaneous income                   | 96.57         | 117.43        |
|  | <b>336.33</b> | <b>483.30</b> |

**23 Cost of sales**

| Particulars   | 31 March 2020    | 31 March 2019    |
|---|------------------|------------------|
| a. Raw material and components consumed and development / construction costs:               |                  |                  |
| Inventory at the beginning of the year:   |                  |                  |
| -Land   | 12,202.63        | 14,215.15        |
| -Constructed Properties   | 24,240.28        | 24,357.13        |
|   | <b>36,442.91</b> | <b>38,572.28</b> |
| Add: Purchases and development / construction costs   | 832.75           | <b>884.47</b>    |
| Less: inventory at the end of the year :  |                  |                  |
| -Land   | 11,622.10        | 12,202.63        |
| -Constructed Properties   | 22,324.32        | 24,240.28        |
| Sub total   | <b>33,946.42</b> | <b>36,442.91</b> |
| Cost of raw material and components consumed and development / construction costs incurred: |                  |                  |
| -Construction Contracts   | -                | 369.53           |
| -Development /Construction Costs  | 3,329.24         | 2,644.31         |
|   | <b>3,329.24</b>  | <b>3,013.84</b>  |
| b. Direct Cost of Hotels & Resorts  |                  |                  |
| Inventory at the beginning of the year  | 17.24            | 24.26            |
| Add: Purchases  | 338.02           | 293.59           |
| Less: inventory at the end of the year  | 14.32            | 17.24            |
| Cost of food & others   | <b>340.94</b>    | <b>300.61</b>    |
| Other Direct Expenditure  | 136.77           | 122.64           |
|   | <b>477.71</b>    | <b>423.25</b>    |

**24 Employee benefits expense**

| Particulars                               | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Salaries, wages and bonus                 | 377.44        | 444.87        |
| Contribution to provident and other funds | 8.42          | 12.79         |
| Staff welfare expenses                    | 1.18          | 12.36         |
|   | <b>387.04</b> | <b>470.02</b> |
| Less: Allocated to Projects               | 66.46         | 88.79         |
|   | <b>320.58</b> | <b>381.23</b> |

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the financial statements**  
(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**25 Depreciation and amortisation expense**

| <b>Particulars</b>                | <b>31 March 2020</b> | <b>31 March 2019</b> |
|-----------------------------------|----------------------|----------------------|
| Depreciation of tangible assets   | 406.94               | 417.89               |
| Amortization of intangible assets | 0.50                 | 0.51                 |
|                                   | <b>407.44</b>        | <b>418.40</b>        |

**26 Finance costs**

| <b>Particulars</b>   | <b>31 March 2020</b> | <b>31 March 2019</b> |
|--|----------------------|----------------------|
| Interest on long term borrowings   | 644.79               | 4,509.49             |
| Unwinding of interest on liabilities discounted                          | 247.90               | 217.74               |
| Finance charges payable under finance leases and hire purchase contracts | 11.57                | 1.81                 |
| Bank Charges   | 10.52                | 14.27                |
|  | <b>914.78</b>        | <b>4,743.31</b>      |
| Less: Allocated to Projects  | 403.25               | 3,202.24             |
|  | <b>511.53</b>        | <b>1,541.07</b>      |

**27 Other expenses**

| <b>Particulars</b>          | <b>31 March 2020</b> | <b>31 March 2019</b> |
|-----------------------------|----------------------|----------------------|
| Advertisements              | 26.86                | 8.24                 |
| Legal and professional (a)  | 71.31                | 155.72               |
| Power and fuel              | 188.62               | 199.01               |
| Repairs and maintenance     |                      |                      |
| Buildings                   | 21.01                | 10.59                |
| Plant and machinery         | 16.48                | 35.11                |
| Others                      | 64.82                | 70.71                |
| Insurance                   | 15.98                | 21.38                |
| Travel and conveyance       | 8.85                 | 17.17                |
| Rent (b)                    | 2.10                 | 15.13                |
| Rates and taxes             | 119.25               | 288.32               |
| Loss on Sale of asset       | -                    | 3.09                 |
| Auditors' remuneration      | 12.70                | 12.59                |
| Commission                  | 1.50                 | -                    |
| Other general expenses      | 160.78               | 183.75               |
|                             | <b>710.26</b>        | <b>1,020.81</b>      |
| Less: Allocated to Projects | 116.32               | 248.74               |
|                             | <b>593.94</b>        | <b>772.07</b>        |

Note: a) includes professional charges paid to directors INR 18.00 lakhs (31.03.2019 : 24.00 lakhs)

## Prajay Engineers Syndicate Limited

### Notes forming part of the Standalone Financial Statements

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

#### 28. Related party transactions

A. The following table provides the name of the related party and the nature of its relationship with the Company:

|   | Name of the Party                                     | Relationship  |  |
|---|---|---|--|
| (a)   | Prajay Holdings Private Limited                       | Direct Subsidiary   |  |
|   | Prajay Retail Properties Private Ltd                  | Direct Subsidiary   |  |
|   | Secunderabad Golf and Leisure Resorts Private Limited | Direct Subsidiary   |  |
|   | Prajay Developers Private Limited                     | Subsidiary of Prajay Holdings Private Limited   |  |
|   | Prajay Binjusaria Estates                             | Associate   |  |
|   | Prajay Properties Private Limited                     | Associate   |  |
|   | Genesis Capital Private Limited (Mauritius)           | Associate   |  |
| (b)   | <b>Other Related Parties</b>                          | <b>Designation</b>  | <b>Relatives (Relation)*</b>                                 |
|   | Mr.D.Vijay Sen Reddy                                  | Additional Director w.e.f.25.04.2019 has been changed to Chairman and Managing Director w.e.f.26.04.2019. | Mr.Rohit Reddy (Son)<br>Ms.D.Sarojini Reddy (Daughter)       |
|   | Mr. D.Rohit Reddy                                     | Managing Director has been changed to Non-executive Director w.e.f.25.04.2019.                            | Mr. Vijay Sen Reddy (Father)<br>Ms.D.Sarojini Reddy (Sister) |
|   | Mr. K. Ravi Kumar                                     | Whole time Director   |  |
| *Relatives of key management personnel with whom there were transactions during the year    |   |   |  |
| <b>(c) Other entities under the control of key management personnel and their relatives</b> |   |   |  |
| Prajay Financial Services Limited   |   | Prajay Chit Funds Private Limited   |  |
| Prajay Velocity Developers Private Limited  |   | Prajay Land Capital Private Limited   |  |
| VijMohan Constructions Private Limited  |   | Umbrella Water proofing   |  |
| Design Experiment   |   |   |  |

(d) Terms and conditions of transactions with related parties:

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. For the year ended March 31, 2020, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2019 - Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

| 28.B The following transactions were carried out with related parties in the ordinary course of business |   |                                       |           |   |           |  |           | Rs.in Lakhs  |           |
|--|---|---------------------------------------|-----------|---|-----------|--|-----------|--|-----------|
| Description  | Name of the Related Party                     | Subsidiaries / Step Down Subsidiaries |           | Enterprises over which Key Management Personnel is able to exercise significant influence |           | Key Management Personnel (KMP) and their relatives |           | Maximum amount of loans/advances outstanding during the year |           |
|  |   | 31.3.2020                             | 31.3.2019 | 31.3.2020   | 31.3.2019 | 31.3.2020  | 31.3.2019 | 31.3.2020  | 31.3.2019 |
| Sale of land, property, material and work done   | Prajay Properties Private Limited             |                                       |           | -   | 424.96    |  |           | -  |           |
|  | Umbrella Water Proofing                       | -                                     | -         | 5.45  | 20.80     |  |           | -  |           |
| Remuneration paid  |   |                                       | -         |   | -         | 21.07  |           | 27.90  |           |
| Rent paid  |   |                                       | -         |   | -         | -  |           | 14.00  |           |
| Professional Charges Paid  |   |                                       |           |   |           | 18.00  |           | 48.00  |           |
| Advances Given   |   | 3.61                                  | 2.84      | 21.32   | 744.38    | -  |           | -  |           |
| Repayment of Advances Taken  |   | 110.87                                | 77.62     | 2,988.31  | 2,422.72  | -  |           | -  |           |
| Repayment of Advances given  |   |                                       |           | 126.00  | 27.58     |  |           |  |           |
| Advances Taken   |   | 199.64                                | 403.09    | 1,055.25  | 1,988.73  | -  |           | -  |           |
| <b>Balance at the end of the year</b>  |   |                                       |           |   |           |  |           |  |           |
| Debit balances outstanding   | Prajay Developers Private Limited             | 6.56                                  | 4.08      |   |           |  |           | 6.56   | 4.08      |
|  | Prajay Land Capital Private Limited           |                                       |           | 0.82  | 0.78      |  |           | 0.82   | 0.78      |
|  | Secunderabad Golf and Leisure Resorts Private | 1,418.11                              | 1,416.98  |   |           |  |           | 1,507.92   | 1,441.03  |
|  | Prajay Velocity Developers Private Limited    |                                       |           | 716.94  | 716.78    |  |           | 716.94   | 733.39    |
|  | Prajay Lifestyle UPVC Windows Private Limited |                                       |           |   | 121.61    |  |           | 121.61   | 121.65    |
|  | Prajay Binjusaria Estates                     |                                       |           | 89.97   | 89.97     |  |           | 89.97  | 89.97     |
|  | Umbrella Water Proofing                       |                                       |           |   | -         |  |           | -  | 16.37     |
|  | Prajay Properties Private Limited             |                                       |           | 21.12   |           |  |           | 102.46   |           |
|  | Key Management Personnel                      |                                       |           |   |           | 550.00   | 550.00    | 550.00   | 550.00    |
| Credit balances outstanding  | Prajay Properties Private Limited             |                                       |           | 3200.00   | 3,200.00  |  |           |  |           |
|  | Prajay Holdings Private Limited               | 1870.55                               | 1781.05   |   |           |  |           |  |           |
|  | Prajay Properties Private Limited             |                                       |           |   | 1,934.35  |  |           |  |           |
|  | Prajay Financial Services Limited             |                                       |           | 75.47   | 75.47     |  |           |  |           |
|  | Prajay Retail Properties Private Ltd          | 906.29                                | 907.02    |   |           |  |           |  |           |
|  | Prajay Kamanwala Developers                   |                                       |           | 2.50  | 2.50      |  |           |  |           |
|  | Prajay Lifestyle UPVC Windows Private Limited |                                       |           | 1.29  | -         |  |           |  |           |
|  | VijMoham Constructions Private Limited        |                                       |           | 0.11  | 0.11      |  |           |  |           |
|  | Umbrella Water Proofing                       |                                       |           | 7.23  | 6.17      |  |           |  |           |
|  | Design Experiment                             |                                       |           | 30.55   | 30.55     |  |           |  |           |
|  | Key Management Personnel/relatives            |                                       |           |   |           | 1,339.01   | 1,577.10  |  |           |
| Guarantees Given to Banks on behalf of Group Companies   | Prajay Properties Private Limited             |                                       |           | 12130.00  | 12,130.00 |  |           |  |           |



**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**29. Segment information**

The senior management of the Company monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Accordingly, the Company has identified following as its reportable segment for the purpose of Ind AS 108:

a) Real estate segment;

b) Hotels and resorts segment.

Real Estate segment (RE) is into development, sale, management and operation of all or any part of Town ships, housing projects, also includes leasing of self owned commercial premises.

Hotels and Resorts Segment (HR) is into upkeep and maintenance of Hotels, Restaurants and Resorts. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Also, the Company's financing (including finance costs and finance income) and income taxes are managed on a overall basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

The following table's present revenue and profit information for the Company's operating segments for the year ended March 31, 2020 and March 31, 2019 respectively.

**Prajay Engineers Syndicate Limited**  
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(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**30. Gratuity**

The Company has a defined benefit gratuity plan (funded). The Company's defined benefit gratuity plan is a final salary plan, which requires contributions to be made to a separately administered fund.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

**31. Earnings per share**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

| <b>Particulars</b>  | <b>31 March 2020</b> | <b>31 March 2019</b> |
|---|----------------------|----------------------|
| Profit/(Loss) after tax attributable to shareholders in INR Lakhs   | <b>(463.71)</b>      | <b>(1296.76)</b>     |
| Weighted average number of equity shares of INR 10 each outstanding during the period used in calculating basic and diluted EPS | <b>69,935,791</b>    | <b>69,935,791</b>    |
| Earnings per Share ( Basic & Diluted)   | (0.66 )              | (1.85)               |

**32.** As stated in Note 3.1(ii) for recognizing profit on projects, stage of completion is determined as a proportion that project costs incurred for the work performed bear to the estimated total costs. Further, as stated in that note expected loss on projects is recognized when it is probable that the total project costs will exceed the total project revenue. For this purpose total project costs are ascertained on the basis of project costs incurred and costs to completion of projects on progress, which is arrived at by the Management, based on current technical data, forecasts and estimate of net expenditure to be incurred in future including for contingencies etc., which being technical matters have been relied on by auditors. Further, in respect of certain properties where sale agreement has been entered with parties even though money has not been received as per stipulation in the contract, the Company has recognized revenue and debtors as management is confident that it shall be able to realize the sale proceeds.

**33.** As stated in Note.3.1(iii) the method used to recognize the contract revenue is percentage of completion method measured by survey of work performed. Further, as stated in the note, expected loss on contracts is recognized when it is probable that the total contract cost will exceed the total contract revenue. For this purpose total contract cost is ascertained on the basis of contract cost incurred and cost to completion of contract on progress, which is arrived at by the management, based on current technical data, forecasts and estimate of net expenditure to be incurred in future including for contingencies etc, which being technical matters have been relied on by auditors.

An amount of Rs.Nil (31.03.2019 Rs.424.96 lakhs) is recognized as contract revenue by the company during the current financial year. The cost incurred in respect of the above is Rs. Nil (31.03.2019 Rs.369.53 lakhs).

**34. Commitments and contingencies**

a. Leases

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Operating lease obligations: The Company has taken equipments and motor vehicles under Equipment /Auto Loan arrangements for which the legal ownership will be transferred to the company at the end of the Loan period as per the agreement. The Company has paid INR 27.28 lakhs (March 31, 2019 –INR 30.01 lakhs) during the year towards minimum lease payments.

Future minimum rentals payable under non-cancellable operating lease are as follows:

| Particulars                                 | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Within one year                             | 35.72         | 1.51          |
| After one year but not more than five years | 45.73         | nil           |
| More than five years                        | nil           | nil           |

b. Commitments

- i. The estimated amount of contracts, net of advances remaining to be executed on capital account is Nil (March 31, 2019 –Nil).

c. Contingent liabilities (to the extent not provided for)

| Particulars  | 2019-20        | 2018-19        |
|--|----------------|----------------|
|  | (Rs. in lakhs) | (Rs. in lakhs) |
| Guarantees given to banks (on behalf of Prajay Properties Pvt Ltd) | 12,130.00      | 12,130.00      |
| The following disputed liabilities are under appeal :              |                |                |
| Service tax*   | 1820.62        | 1820.62        |
| Income Tax   | 841.48         | 841.48         |
| Entry Tax  | 13.18          | Nil            |

\*The company has disputed the liability and replied to the show cause notice, that the short payment of service tax, if any, demanded by the Service Tax Authorities is not maintainable under law.

Further, as per Circular No.108/02/2009-ST, dated 29.01.2009 issued by CBEC, no service tax is payable on the Construction of Complex Service for the impugned period 2006-07 to 2010-11. During the impugned period, the company had deposited with the Service Tax Authorities, whatever service tax collected from the customers. The Company has filed appeal on 08.04.2013 with CESTAT, Bangalore against order dated 04.01.13 of Commissioner of Service Tax. CESTAT has pronounced stay against recovery during the pendency of appeal.

35. Based on the information available with the Company, there are one supplier who are registered as micro, small or medium enterprises under “The Micro, Small and Medium Enterprises Development Act, 2006” and as at March 31, 2020 the amount due to them by the company is Rs.1.32 lakhs (March 31, 2019 Rs.26.63 lakhs)

**36. Value of Import of CIF Basis**

| Particulars                                   | 2019-20        | 2018-19        |
|---|----------------|----------------|
|   | (Rs. in lakhs) | (Rs. in lakhs) |
| Construction related equipment and material – | Nil            | Nil            |

**37. Expenditure in Foreign Currency**

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars | 2019-20        | 2018-19        |
|-------------|----------------|----------------|
|             | (Rs. in lakhs) | (Rs. in lakhs) |
| Investments | Nil            | Nil            |
| Others      | Nil            | Nil            |

**38. Auditors' Remuneration**

| Particulars                                 | 2019-20        | 2018-19        |
|---|----------------|----------------|
|   | (Rs. in lakhs) | (Rs. in lakhs) |
| For services as Auditor                     | 11.20          | 11.20          |
| For Tax Audit                               | 1.50           | 1.50           |
| For other Matters                           | 0.06           | 0.94           |
| For reimbursement of out of pocket expenses | 0.12           | 0.16           |
| For service tax/GST                         | 1.50           | 1.50           |

**39. (a)** Trade Receivables (Note 12), unsecured considered good, includes Rs.18,263.06 lakhs (31-03-2019: Rs.19,566.17 lakhs), outstanding for more than six months. As a result of economic slowdown and recession in realty sector, the realizations from customers are slow. The company has provided Rs.1246.96 lakhs towards doubtful debts against Trade receivables, unsecured, considered doubtful.

(b) Non-current assets (Note 10) include advances given to Landlords/ developers towards certain projects amounting to Rs.5,888.47 lakhs (31-03-2019: Rs.6,331.14 lakhs) and Short Term Loans and Advances to suppliers, etc amounting to Rs.1,389.47 lakhs (31-03-2019: Rs.1,845.51 lakhs) are outstanding. An amount of Rs.700 lakhs is set aside towards provision for advances considered as doubtful.

**40.** Details as required under Schedule III - Part I of the Companies Act, 2013 relating to investment in partnership firm.

- (a) Name of the Partnership Firm - Prajay Binjusaria Estates
- (b) Total Capital of the said Firm is Rs.2055.50 lakhs (31-03-2019 : Rs.2055.50 lakhs)
- (c) Share of each partner in the Profit or Loss

| Sl. No. | Name of the Partners                  | Share (%) |
|---------|---------------------------------------|-----------|
| 1.      | Prajay Engineers Syndicate Limited    | 50        |
| 2.      | Binjusaria Developers Private Limited | 17        |
| 3.      | Mr. Arun Kumar Kedia                  | 17        |
| 4.      | Ms. Seema Kedia                       | 16        |

**41.** The Secured Loan (Inter Corporate Deposit) of Rs.3,200.00 Lakhs from Prajay Properties Private Limited is continuing as Interest free by virtue of the agreement Dated 6<sup>th</sup> October '2009.

## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Since some of the statutory approvals for Prajay Megapolis project are yet to be obtained, crystallization of loan repayment time schedule has not taken place as on 31.03.20.

A demand notice has been received by the company from M/s Prajay Properties Private Limited (an associate company) under the signature of Ms.Jamila Mohamed Hamed Al Jabri, Investor nominee director of M/s Prajay Properties Private Limited(PPPL), stating that in the year 2010, an amount of INR 120.60 crores siphoned from PPPL in the name of Inter Corporate Deposits. However, we would like to inform that a settlement agreement has been reached with the investors which has not implemented for want of legal opinion from the investor's solicitor. The above said notice is also connected to the same matter. The company is taking appropriate steps to address the matter.

#### **42. Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and land advances and refundable deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

##### *a) Market risk*

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/ real estate risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2020 and March 31, 2019. The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2020 and March 31, 2019.

##### *i. Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company does not enter into any interest rate swaps.

##### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

| <b>Particulars</b>    | <b>Increase/decrease in interest rate</b> | <b>Effect on profit before tax(INR Rs.Lakhs)</b> |
|-----------------------|---|--|
| <b>March 31, 2020</b> |   |  |

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

|                       |     |          |
|-----------------------|-----|----------|
| INR                   | +1% | (209.37) |
| INR                   | -1% | 209.37   |
|                       |     |          |
| <b>March 31, 2019</b> |     |          |
| INR                   | +1% | (221.68) |
| INR                   | -1% | 221.68   |

*b) Credit risk*

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

Trade receivables

- Receivables resulting from sale of properties: Customer credit risk is managed by requiring customers to pay advances before transfer of ownership, therefore, substantially eliminating the Company's credit risk in this respect.
- Receivables resulting from other than sale of properties: Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company's credit period generally ranges from 30-60 days.

Financial Instrument and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty.

Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2020 and 2019 is the carrying amounts.

*c) Liquidity risk*

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

|                           | <b>On demand</b> | <b>Less than 3 months</b> | <b>3 to 12 months</b> | <b>1 to 5 years</b> | <b>&gt;5 years</b> | <b>Total</b> |
|---------------------------|------------------|---------------------------|-----------------------|---------------------|--------------------|--------------|
| Year ended March 31, 2020 |                  |                           |                       |                     |                    |              |
| Borrowings                | 201.39           | 9.43                      | 2434.11               | 24820.38            | --                 | 27465.31     |

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

|                           |        |        |         |          |    |          |
|---------------------------|--------|--------|---------|----------|----|----------|
| Trade payables            | 60.00  | 632.47 | 2141.80 | 14376.36 | -- | 17210.63 |
|                           |        |        |         |          |    |          |
| Year ended March 31, 2019 |        |        |         |          |    |          |
| Borrowings                | 312.96 | 432.66 | 3173.47 | 24626.52 | -- | 28545.61 |
| Trade payables            | 94.95  | 998.66 | 2390.00 | 17274.59 | -- | 20758.20 |

**43. Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Board of Directors of the Company seek to maintain a balance between the higher returns that might be possible with higher level of borrowing and advantages by a sound capital position.

The Company monitors capital using a ratio of "Net debt to equity". The Company's net debt to equity ratio is as follows:

| <b>Particulars</b>       | <b>31 March 2020</b> | <b>31 March 2019</b> |
|--------------------------|----------------------|----------------------|
| Net debt (Rs.Lakhs)      | <b>27465.30</b>      | <b>28545.60</b>      |
| Total equity(Rs.Lakhs)   | <b>57,142.92</b>     | <b>57,531.98</b>     |
| Net debt to equity ratio | <b>0.48</b>          | <b>0.50</b>          |

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**44.** Mrs. D. Hymavathi Reddy, one of the shareholders of the company, has filed a company petition CP No.119/HDB/2018 before the National Company Law tribunal (NCLT), Hyderabad Bench against the company. The company petition CP No.119/HDB/2018 before the National Company Law tribunal (NCLT) has become infructuous as main petition is dismissed as withdrawn

**45. Prior year comparatives**

The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

As per our report of even date attached

For **Karumanchi & Associates**

Chartered Accountants

ICAI Firm Regn.No:001753S

Sd/-

K.Peddabai

Partner

Membership No:025036

UDIN No: 20025036AAAABY6087

Place: Hyderabad

Date: 31.07.2020

For and on behalf of the Board of Directors of Prajay Engineers Syndicate Limited.

Sd/-

D. Vijay Sen Reddy

Chairman and Managing Director

DIN: 00291185

Sd/-

P. Bhaskara Rao

Chief Financial Officer

M. No. CMA 9445

Sd/-

D. Rohit Reddy

Director

DIN: 07560450

Sd/-

T.Siva Kumar

Company Secretary

M.No.A37447



| 29 | Segment Reporting   |   |                                    |               |                 |   |                                    |               |                 |             |
|----|---|---|------------------------------------|---------------|-----------------|---|------------------------------------|---------------|-----------------|-------------|
|    |   |   |                                    |               |                 |   |                                    |               | Rs.Lacs         |             |
|    |   | 2019 - 20                                   |                                    |               |                 | 2018 - 19                                   |                                    |               |                 |             |
|    | Business Segment  | Construction&<br>Development of<br>Property | Hospitality<br>Hotels &<br>Resorts | Unallocated   | Total           | Construction&<br>Development of<br>Property | Hospitality<br>Hotels &<br>Resorts | Unallocated   | Total           |             |
|    |   | Segment Revenue                             |                                    |               |                 |   |                                    |               |                 |             |
|    |   | External                                    | 3,805.79                           | 1,125.24      | 336.33          | 5,267.36                                    | 3,607.86                           | 1,070.71      | 483.30          | 5,161.87    |
|    | <b>Total Revenue</b>  | <b>3,805.79</b>                             | <b>1,125.24</b>                    | <b>336.33</b> | <b>5,267.36</b> | <b>3,607.86</b>                             | <b>1,070.71</b>                    | <b>483.30</b> | <b>5,161.87</b> |             |
|    | Segment Result  | (162.21)                                    | 9.41                               |               | (152.80)        | (261.72)                                    | 17.65                              |               | (244.07)        |             |
|    | Unallocated Corporate expenses<br>net of unallocated income   |   |                                    |               | (288.37)        |   |                                    |               | (391.66)        |             |
|    | Operating Profit  |   |                                    |               | 135.57          |   |                                    |               | 147.59          |             |
|    | Interest Expense  |   |                                    |               | 511.53          |   |                                    |               | 1,541.07        |             |
|    | Prior Period Adjustments  |   |                                    |               | -               |   |                                    |               | -               |             |
|    | Interest Income   |   |                                    |               | 2.88            |   |                                    |               | 5.49            |             |
|    | Dividend Income   |   |                                    |               | -               |   |                                    |               | -               |             |
|    | Profit before Taxation  |   |                                    |               | (373.08)        |   |                                    |               | (1,387.99)      |             |
|    | Income Tax  |   |                                    |               | -               |   |                                    |               | -               |             |
|    | Prior period Tax  |   |                                    |               | -               |   |                                    |               | -               |             |
|    | Deferred Tax  |   |                                    |               | 90.05           |   |                                    |               | (91.46)         |             |
|    | Net Profit  |   |                                    |               | (463.13)        |   |                                    |               | (1,296.53)      |             |
|    | Other Comprehensive Income<br>net of Tax  |   |                                    |               | (0.58)          |   |                                    |               | (0.23)          |             |
|    | Total Comprehensive Income  |   |                                    |               | (463.71)        |   |                                    |               | (1,296.76)      |             |
|    |   |   |                                    |               |                 |   |                                    |               |                 |             |
|    | Other Information   | Construction&<br>Development of<br>Property | Hospitality<br>Hotels &<br>Resorts | Unallocated   | Total           | Construction&<br>Development of<br>Property | Hospitality<br>Hotels &<br>Resorts | Unallocated   | Total           |             |
|    |   | Segment Assets                              | 69,525.82                          | 27,336.42     | 13,600.40       | 1,10,462.63                                 | 74,436.96                          | 27,094.64     | 13,906.96       | 1,15,438.56 |
|    |   | Total Assets                                | 69,525.82                          | 27,336.42     | 13,600.40       | 1,10,462.63                                 | 74,436.96                          | 27,094.64     | 13,906.96       | 1,15,438.56 |
|    | Segment Liabilities   | 44,612.74                                   | 577.56                             | 1,485.08      | 46,675.38       | 49,445.42                                   | 418.33                             | 1,395.03      | 51,258.78       |             |
|    | Total Liabilities   | 44,612.74                                   | 577.56                             | 1,485.08      | 46,675.38       | 49,445.42                                   | 418.33                             | 1,395.03      | 51,258.78       |             |
|    | Capital Expenditure   | 120.59                                      | 0.73                               | -             | 121.32          | 39.78                                       | 7.39                               | -             | 47.17           |             |
|    | Depreciation  | 361.55                                      | 45.90                              |               | 407.44          | 372.08                                      | 46.32                              |               | 418.39          |             |
|    | Non Cash expense other than<br>depreciation   | -   |                                    |               | -               | -   |                                    |               | -               |             |
|    | Notes:  |   |                                    |               |                 |   |                                    |               |                 |             |
|    | 1 Segments have been identified in accordance with Ind AS 108 on Segment Reporting , concerning the returns/risk profiles of the business |   |                                    |               |                 |   |                                    |               |                 |             |
|    | The company has identified business segments as mentioned below as primary segments for disclosure.                                       |   |                                    |               |                 |   |                                    |               |                 |             |
|    | (a) Construction and Development of Property.   |   |                                    |               |                 |   |                                    |               |                 |             |
|    | (b) Hospitality - Hotels & Resorts.   |   |                                    |               |                 |   |                                    |               |                 |             |
|    | 2 As the operations of the company are only in India, there is no reportable geographical segment   |   |                                    |               |                 |   |                                    |               |                 |             |
|    | 3 Unallocated corporate expenditure includes common service expenses.   |   |                                    |               |                 |   |                                    |               |                 |             |

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**30. Gratuity**

The Company has a defined benefit gratuity plan (funded). The Company's defined benefit gratuity plan is a final salary plan, which requires contributions to be made to a separately administered fund.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

**31. Earnings per share**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

| <b>Particulars</b>  | <b>31 March 2020</b> | <b>31 March 2019</b> |
|---|----------------------|----------------------|
| Profit/(Loss) after tax attributable to shareholders in INR Lakhs   | <b>(463.71)</b>      | <b>(1296.76)</b>     |
| Weighted average number of equity shares of INR 10 each outstanding during the period used in calculating basic and diluted EPS | <b>69,935,791</b>    | <b>69,935,791</b>    |
| Earnings per Share ( Basic & Diluted)   | (0.66 )              | (1.85)               |

**32.** As stated in Note 3.1(ii) for recognizing profit on projects, stage of completion is determined as a proportion that project costs incurred for the work performed bear to the estimated total costs. Further, as stated in that note expected loss on projects is recognized when it is probable that the total project costs will exceed the total project revenue. For this purpose total project costs are ascertained on the basis of project costs incurred and costs to completion of projects on progress, which is arrived at by the Management, based on current technical data, forecasts and estimate of net expenditure to be incurred in future including for contingencies etc., which being technical matters have been relied on by auditors. Further, in respect of certain properties where sale agreement has been entered with parties even though money has not been received as per stipulation in the contract, the Company has recognized revenue and debtors as management is confident that it shall be able to realize the sale proceeds.

**33.** As stated in Note.3.1(iii) the method used to recognize the contract revenue is percentage of completion method measured by survey of work performed. Further, as stated in the note, expected loss on contracts is recognized when it is probable that the total contract cost will exceed the total contract revenue. For this purpose total contract cost is ascertained on the basis of contract cost incurred and cost to completion of contract on progress, which is arrived at by the management, based on current technical data, forecasts and estimate of net expenditure to be incurred in future including for contingencies etc, which being technical matters have been relied on by auditors.

An amount of Rs.Nil (31.03.2019 Rs.424.96 lakhs) is recognized as contract revenue by the company during the current financial year. The cost incurred in respect of the above is Rs. Nil (31.03.2019 Rs.369.53 lakhs).

**34. Commitments and contingencies**

a. Leases

Operating lease obligations: The Company has taken equipments and motor vehicles under Equipment /Auto Loan arrangements for which the legal ownership will be transferred to the company at the end of the Loan period as per the agreement. The Company has paid INR 27.28 lakhs (March 31, 2019 –INR 30.01 lakhs) during the year towards minimum lease payments.

Future minimum rentals payable under non-cancellable operating lease are as follows:

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars                                 | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Within one year                             | 35.72         | 1.51          |
| After one year but not more than five years | 45.73         | nil           |
| More than five years                        | nil           | nil           |

b. Commitments

- i. The estimated amount of contracts, net of advances remaining to be executed on capital account is Nil (March 31, 2019 –Nil).

c. Contingent liabilities (to the extent not provided for)

| Particulars  | 2019-20        | 2018-19        |
|--|----------------|----------------|
|  | (Rs. in lakhs) | (Rs. in lakhs) |
| Guarantees given to banks (on behalf of Prajay Properties Pvt Ltd) | 12,130.00      | 12,130.00      |
| The following disputed liabilities are under appeal :              |                |                |
| Service tax*   | 1820.62        | 1820.62        |
| Income Tax   | 841.48         | 841.48         |
| Entry Tax  | 13.18          | Nil            |

\*The company has disputed the liability and replied to the show cause notice, that the short payment of service tax, if any, demanded by the Service Tax Authorities is not maintainable under law.

Further, as per Circular No.108/02/2009-ST, dated 29.01.2009 issued by CBEC, no service tax is payable on the Construction of Complex Service for the impugned period 2006-07 to 2010-11. During the impugned period, the company had deposited with the Service Tax Authorities, whatever service tax collected from the customers. The Company has filed appeal on 08.04.2013 with CESTAT, Bangalore against order dated 04.01.13 of Commissioner of Service Tax. CESTAT has pronounced stay against recovery during the pendency of appeal.

**35.**Based on the information available with the Company, there are one supplier who are registered as micro, small or medium enterprises under “The Micro, Small and Medium Enterprises Development Act, 2006” and as at March 31, 2020 the amount due to them by the company is Rs.1.32 lakhs (March 31, 2019 Rs.26.63 lakhs)

**36. Value of Import of CIF Basis**

| Particulars                                   | 2019-20        | 2018-19        |
|---|----------------|----------------|
|   | (Rs. in lakhs) | (Rs. in lakhs) |
| Construction related equipment and material – | Nil            | Nil            |

**Prajay Engineers Syndicate Limited****Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**37. Expenditure in Foreign Currency**

| Particulars | 2019-20        | 2018-19        |
|-------------|----------------|----------------|
|             | (Rs. in lakhs) | (Rs. in lakhs) |
| Investments | Nil            | Nil            |
| Others      | Nil            | Nil            |

**38. Auditors' Remuneration**

| Particulars                                 | 2019-20        | 2018-19        |
|---|----------------|----------------|
|   | (Rs. in lakhs) | (Rs. in lakhs) |
| For services as Auditor                     | 11.20          | 11.20          |
| For Tax Audit                               | 1.50           | 1.50           |
| For other Matters                           | 0.06           | 0.94           |
| For reimbursement of out of pocket expenses | 0.12           | 0.16           |
| For service tax/GST                         | 1.50           | 1.50           |

39. (a) Trade Receivables (Note 12), unsecured considered good, includes Rs.18,263.06 lakhs (31-03-2019: Rs.19,566.17 lakhs), outstanding for more than six months. As a result of economic slowdown and recession in realty sector, the realizations from customers are slow. The company has provided Rs.1246.96 lakhs towards doubtful debts against Trade receivables, unsecured, considered doubtful.

(b) Non-current assets (Note 10) include advances given to Landlords/ developers towards certain projects amounting to Rs.5,888.47 lakhs (31-03-2019: Rs.6,331.14 lakhs) and Short Term Loans and Advances to suppliers, etc amounting to Rs.1,389.47 lakhs (31-03-2019: Rs.1,845.51 lakhs) are outstanding. An amount of Rs.700 lakhs is set aside towards provision for advances considered as doubtful.

40. Details as required under Schedule III - Part I of the Companies Act, 2013 relating to investment in partnership firm.

- (a) Name of the Partnership Firm - Prajay Binjusaria Estates
- (b) Total Capital of the said Firm is Rs.2055.50 lakhs (31-03-2019 : Rs.2055.50 lakhs)
- (c) Share of each partner in the Profit or Loss

| Sl. No. | Name of the Partners                  | Share (%) |
|---------|---------------------------------------|-----------|
| 1.      | Prajay Engineers Syndicate Limited    | 50        |
| 2.      | Binjusaria Developers Private Limited | 17        |
| 3.      | Mr. Arun Kumar Kedia                  | 17        |
| 4.      | Ms. Seema Kedia                       | 16        |

41. The Secured Loan (Inter Corporate Deposit) of Rs.3,200.00 Lakhs from Prajay Properties Private Limited is continuing as Interest free by virtue of the agreement Dated 6<sup>th</sup> October '2009.

## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Since some of the statutory approvals for Prajay Megapolis project are yet to be obtained, crystallization of loan repayment time schedule has not taken place as on 31.03.20.

A demand notice has been received by the company from M/s Prajay Properties Private Limited (an associate company) under the signature of Ms. Jamila Mohamed Hamed Al Jabri, Investor nominee director of M/s Prajay Properties Private Limited (PPPL), stating that in the year 2010, an amount of INR 120.60 crores siphoned from PPPL in the name of Inter Corporate Deposits. However, we would like to inform that a settlement agreement has been reached with the investors which has not implemented for want of legal opinion from the investor's solicitor. The above said notice is also connected to the same matter. The company is taking appropriate steps to address the matter.

#### **42. Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and land advances and refundable deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

##### *a) Market risk*

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/ real estate risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2020 and March 31, 2019. The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2020 and March 31, 2019.

##### *i. Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company does not enter into any interest rate swaps.

##### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars           | Increase/decrease<br>in interest rate | Effect on profit<br>before tax(INR<br>Rs.Lakhs) |
|-----------------------|---------------------------------------|---|
| <b>March 31, 2020</b> |                                       |   |
| INR                   | +1%                                   | (209.37)  |
| INR                   | -1%                                   | 209.37  |
|                       |                                       |   |
| <b>March 31, 2019</b> |                                       |   |
| INR                   | +1%                                   | (221.68)  |
| INR                   | -1%                                   | 221.68  |

*b) Credit risk*

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

Trade receivables

- Receivables resulting from sale of properties: Customer credit risk is managed by requiring customers to pay advances before transfer of ownership, therefore, substantially eliminating the Company's credit risk in this respect.
- Receivables resulting from other than sale of properties: Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company's credit period generally ranges from 30-60 days.

Financial Instrument and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty.

Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2020 and 2019 is the carrying amounts.

*c) Liquidity risk*

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

|                           | On demand | Less than 3 months | 3 to 12 months | 1 to 5 years | >5 years | Total    |
|---------------------------|-----------|--------------------|----------------|--------------|----------|----------|
| Year ended March 31, 2020 |           |                    |                |              |          |          |
| Borrowings                | 201.39    | 9.43               | 2434.11        | 24820.38     | --       | 27465.31 |
| Trade payables            | 60.00     | 632.47             | 2141.80        | 14376.36     | --       | 17210.63 |
|                           |           |                    |                |              |          |          |
| Year ended March 31, 2019 |           |                    |                |              |          |          |
| Borrowings                | 312.96    | 432.66             | 3173.47        | 24626.52     | --       | 28545.61 |
| Trade payables            | 94.95     | 998.66             | 2390.00        | 17274.59     | --       | 20758.20 |

**43. Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Board of Directors of the Company seek to maintain a balance between the higher returns that might be possible with higher level of borrowing and advantages by a sound capital position.

The Company monitors capital using a ratio of "Net debt to equity". The Company's net debt to equity ratio is as follows:

| Particulars              | 31 March 2020 | 31 March 2019 |
|--------------------------|---------------|---------------|
| Net debt (Rs.Lakhs)      | 27465.30      | 28545.60      |
| Total equity(Rs.Lakhs)   | 57,142.92     | 57,531.98     |
| Net debt to equity ratio | 0.48          | 0.50          |

**44.** Mrs. D. Hymavathi Reddy, one of the shareholders of the company, has filed a company petition CP No.119/HDB/2018 before the National Company Law tribunal (NCLT), Hyderabad Bench against the company. The company petition CP No.119/HDB/2018 before the National Company Law tribunal (NCLT) has become infructuous as main petition is dismissed as withdrawn

**45. Prior year comparatives**

The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

As per our report of even date attached

For **Karumanchi & Associates**

Chartered Accountants

ICAI Firm Regn.No:001753S

Sd/-

K.Peddabai

Partner

Membership No:025036

UDIN No: 20025036AAAABY6087

Place: Hyderabad

Date: 31.07.2020

For and on behalf of the Board of Directors of Prajay Engineers Syndicate Limited.

Sd/-

D. Vijay Sen Reddy

Chairman and Managing Director

DIN: 00291185

Sd/-

P. Bhaskara Rao  
 Chief Financial Officer  
 M. No. CMA 9445

Sd/-

D. Rohit Reddy

Director

DIN: 07560450

Sd/-

T.Siva Kumar  
 Company Secretary  
 M.No.A37447

## **INDEPENDENT AUDITOR'S REPORT**

### **To the Members of Prajay Engineers Syndicate Limited**

#### **Report on the Audit of the Consolidated Financial Statements**

##### **Opinion**

We have audited the consolidated financial statements of Prajay Engineers Syndicate Limited ("the Holding Company") and its subsidiaries (Holding company and its subsidiaries together referred to as "the Group") and its associates which comprise the consolidated balance sheet as at 31 March 2020, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year than ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statement give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, its profit/loss and other comprehensive income, changes in equity and its cash flows for the year ended on the date.

##### **Basis for Opinion**

We Conducted our audit in accordance with the standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### **Other Matter**

We did not audit the financial statements of 2 subsidiaries, whose financial statements reflect total assets of Rs.21865.02 lakhs as at 31<sup>st</sup> March 2020, the total revenues of Rs.73.53 lakhs and net cash flows amounting to Rs.(3.36) lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements in so far as is relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of Sec.143(3&11) of the Act, in so far it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

The consolidated financial statements also include the group's share of net loss of Rs.26.35 lakhs for the year ended 31<sup>st</sup> March 2020 as consolidated financial statements , in respect of associates incorporated in India , which have been audited by other auditors whose reports have been furnished to us by the management , and our opinion on the consolidated financial statements in so far as is relates to the amounts and disclosures included in respect of these associates, and our report in terms of Sec.143(3&11) of the Act, in so far it relates to these associate is based solely on the reports of the other auditors.

##### **Emphasis of Matters**

We draw attention to below mentioned Notes to consolidated annual financial results:

- a) Note No. 42 relating to case filed in Hyderabad Bench of NCLT against the company and it' subsidiary company.
- b) Note No. 37 relating to a demand notice received by the company.
- c) Note No. 35(a) of the Consolidated Financial Statements, in respect of trade receivable considered good include an amount of Rs.18522.19 Lakhs due from customers which are outstanding for more than six months. We are unable to comment on the realization of these receivables in the absence of confirmation from the concerned parties. An amount of Rs.1246.96 Lakhs is set aside towards provision for trade receivables considered as doubtful.
- d) Note No. 35(b) of the consolidated financial statements, in respect of Loans & Advances amounting to Rs.4473.06 Lakhs towards purchase of Land / Development towards certain project of long term nature, and an amount of Rs.1389.47Lakhs given to suppliers etc, outstanding from earlier years. We are unable to comment on the realization of these advances. An amount of Rs.700 Lakhs is set aside towards provision for Advances considered as doubtful.
- e) Interest Accrued amounting to Rs.10009.61 Lakhs (Including Rs.1361.60 Lakhs for the Year), on compulsorily convertible debentures (Note 35C) has not been provided for. This constitutes a departure from the Accounting standards. Accordingly, had this interest been provided for and capitalized to inventories as done in earlier periods Inventories and current Liabilities would have been higher by Rs.10009.61 Lakhs (Including Rs.1361.60 Lakhs for the year).



As more specifically explained in Note 2 and 3 to the financial statements, the Company has made a detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, investments, inventory and trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company continues to evaluate them as highly probable considering the orders in hand. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID -19 pandemic which may be different from that estimated as at the date of approval of the financial results. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

Our opinion is not modified in respect of these matters.

### Key Audit Matters

Key audit matters are those matters that in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion there on, and we do not provide a separate opinion on these matters.

#### Revenue recognition (refer note 3.1 to the consolidated financial statements)

| The key Audit Matter   | How the matter was addressed in our audit   |
|--|---|
| <p>Revenue from sale of residential and commercial units represents 77.52 % of the total revenue from operations of the company.</p> <p><b>Revenue recognition – fixed price development contracts</b><br/>The Group inter alia engages in fixed – price development contracts, where, revenue is recognized using the percentage of completion computed as per the input method based on management’s estimate of contract costs (Refer Note 3.3 to the consolidated financial Statements).</p> <p><b>Measurement of revenue recorded over time which is dependent on the estimates of the costs to complete</b><br/>Revenue recognition involves significant estimates related to measurement of costs to complete for the projects. Revenue from projects is recorded based on management’s assessment of the work completed, costs incurred and accrued and the estimate of the balance costs to complete.<br/>Due to the inherent nature of the projects and significant judgement involved in the estimate of costs to complete, there is risk of overstatement or understatement of revenue.</p> <p>At Year-end a significant amount of work in progress related to these contracts is recognized on the balance sheet.</p> | <p>Our audit procedures on revenue recognition included the following;</p> <ul style="list-style-type: none"> <li>• Evaluating that the company’s revenue recognition accounting policies are in line with the applicable Accounting standards and their application to the key customer contracts including consistent application; Sales cut-off procedures for determination of revenue in the current reporting period.</li> <li>• Scrutinizing all the revenue journal entries raised throughout the reporting period and comparing details of a sample of these journals, which met certain risk-based criteria, with relevant underlying documentation;</li> <li>• Conducting site visits during the year for selected projects to understand the scope and nature of the projects and to assess the progress of the projects and</li> <li>• Considered the adequacy of the disclosures in note 2 &amp; 3 to the consolidated financial statement in respect of the judgment taken in recognizing revenue for residential and hospitality sector.</li> </ul> <p>In addition, we have the performed the following procedures:</p> <p><b>Revenue recognition prior to receipt of OC / similar approval and intimation to the customer</b></p> <ul style="list-style-type: none"> <li>• Discussing and challenging key management judgments in interpreting contractual terms including obtaining in-house legal interpretations;</li> <li>• Testing sample sales of units for projects with the underlying contracts, completion status and proceeds received from customers;</li> <li>• Identified and tested operating effectiveness of key controls around approvals of contracts, milestone billing, intimation of possession letters / intimation of receipt of occupation certificate and controls over collection from customers; and</li> <li>• We have obtained confirmations, on a sample basis, from major customers for selected projects to confirm revenue recognised during the year end, performing alternative procedures by comparing details with contracts, collection details and other underlying project related documentation for cases where confirmations are not received.</li> </ul> <p><b>Measurement of revenue recorded over time which is dependent on the estimates of the costs of complete</b><br/>Compared, on a sample basis, revenue transactions recorded during the year with the underlying contracts, progress reports, invoices raised on customers and collections in bank accounts and whether the related revenue had been recognized in accordance with the Group’s revenue recognition policies;</p> <ul style="list-style-type: none"> <li>• Identification and testing operating effectiveness of key</li> </ul> |

|  |   |
|--|---|
|  | <p>controls over recording of actual costs incurred for the projects;</p> <ul style="list-style-type: none"> <li>• Review of the costs to complete workings, comparing the costs to complete with the budgeted costs and inquiring into reasons for variance; and</li> <li>• Sighting approvals for changes in budgeted costs with the rationale for the changes and assessment of contract costs to determine no revenue nature costs are taken to inventory.</li> </ul> |
|--|---|

**Inventories (refer note 11 to consolidated financial statements )**

| <b>The key Audit Matter</b>  | <b>How the matter was addressed in our audit</b>  |
|--|---|
| <p>Inventories comprising of land, construction work in progress, food &amp; beverages represent 42.34% of the Company's total assets.</p> <p><b>Assessing net realizable value</b></p> <p>The Group recognizes profit on each sale by reference to the overall project margin, which is the projected profit percentage for a phase that may comprise multiple units and can last a number of years. The recognition of profit is therefore dependent on the estimate of future selling prices and build costs including an allowance for risk. Further estimation uncertainty and exposure to cyclicity exists within the long term projects.</p> <p>Forecasts of future sales are dependent on market conditions, which can be difficult to predict and be influenced by political and economic factors.</p> <p>Inventory represents the capitalized project costs to date less amounts expensed on sales by reference to the aforementioned projections. It is held at the lower of cost and net realizable value, the latter also being based on the forecast for the project. As such inappropriate assumptions in these forecasts can impact the assessment of the carrying value of inventories.</p> <p>Further, due to their materiality in the context of total assets of the Company this is considered significant to our overall audit strategy and planning.</p> | <p>Our audit procedures to assess the net realizable value (NRV) of inventories included the following:</p> <ul style="list-style-type: none"> <li>• Discussion with the management to understand the basis of calculation and justification for the estimated recoverable amounts of the unsold units (“the NRV assessment”);</li> <li>• Evaluating the design and implementation of the Company's internal controls over the NRV assessment. Our evaluation included assessing whether the NRV assessment was prepared and updated by appropriate personnel of the Company and whether the key estimates, including estimated future selling prices and costs of completion for all property development projects, used in the NRV assessment, were discussed and challenged by management as appropriate;</li> <li>• Evaluating the management's valuation methodology and assessing the key estimates, data inputs and assumptions adopted in the valuations, which included comparing expected future average selling prices with available market data such as recently transacted prices for similar properties located in the nearby vicinity of each property development project and the sales budget plans maintained by the Company;</li> <li>• Re-performing the calculations of the NRV assessment and comparing the estimated construction costs to complete each development with the Company's updated budgets.</li> </ul> |

**Land Advances - (refer note 10 to the consolidated financial statements)**

| <b>The key Audit Matter</b>   | <b>How the matter was addressed in our audit</b>   |
|---|--|
| <p><b>Assessment of recoverability of land advances</b></p> <p>Land advance represents a sizeable portion of the Company's total assets.</p> <p>Land advance represents the amount paid towards procurement of land parcels to be used in the future, for construction of residential projects. These advances are carried at cost less impairment losses, if any. These land advance will be converted into land parcels as per the terms of the underlying contract under which these land advances have been given. To assess the carrying value of land advances, these advances are tested for recoverability by the Company by comparing the valuation of land parcels in the same area for which land advances have been given.</p> <p>Further due to their materiality in the context of total assets of the company this is consider significant to our overall audit.</p> | <p>Our audit procedures to assess the recoverability of land advances included the following;</p> <ul style="list-style-type: none"> <li>• For our samples, verified the underlying agreements in possession of the Company, based on which land advances were given;</li> <li>• Discussion with the management to understand their plan for conversation of these land advances into land parcels; and</li> <li>• For our samples, verified the valuation reports of land stock.</li> </ul> |

In our opinion and based on the information and explanations given to us, there are no other key audit matters to be communicated in our report, other than those morefully described in the Emphasis of Matters paragraph of our report which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results as assessed by the management.

- We assessed the Company's process to identify, assess, and respond to risks of material misstatement considering the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results for the year under consideration.
- As part of the evaluation of whether sufficient appropriate audit evidence has been obtained, we have evaluated the appropriateness of our initial risk assessments and revises previous risk assessments in light of the COVID-19 crisis for certain financial statement areas, including disclosures.
- We have considered the impact on the processes and controls that may be affected by necessary changes to business processes in light of circumstances such as travel restrictions, or as a result of remote working arrangements.
- We have designed, performed new procedures and modified previously planned audit procedures as a result of the necessity for carrying out the audit procedures remotely, including verification of the source and completeness of data provided for audit. This includes performing alternative audit procedures to obtain audit comfort in respect of significant account balances for recognition, measurement and disclosures.
- We have audited the management's estimates required in the financial statements, including, but not limited to, estimates related to expected credit loss, inventory obsolescence, impairment analyses by checking the reasonableness of underlying assumptions in making those key estimates. We specifically discussed the impact of COVID-19 with the management and critically challenged the key assumptions and their reasonableness in making such key accounting estimates
- We have considered the basis of management judgement in determining impact on the financial statements of any subsequent events related to the COVID-19 pandemic, taking into consideration the date of the financial statements, the facts and circumstances pertaining to the entity, and the conditions that existed at, or arose after, that date. As the impacts of the COVID-19 outbreak continue to evolve, including regulatory restrictions/ conditions, capturing events that relate specifically to conditions that existed at the date of the financial statements, or after the date of the financial statements, we have considered all subsequent events and transactions to substantiate our conclusions on the appropriateness of management's assessment of the Covid'19 impact.
- We have carried out a detailed analysis of data and performed additional analytical procedures for validating the management's assessment of impact due to covid'19 related uncertainties.
- We have considered management's adjustments or disclosures which includes the impact of the changes in the environment on the recognition and measurement of account balances and transactions in the financial statements or other specific disclosures.

#### **Other Information**

The Group's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditors' report there on.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion there on.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statement or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management's Responsibility for the Consolidated Financial Statements**

The Group's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these consolidated financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ( Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the Preparation and Presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibility for the audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

- (A) As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable that:
- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;
  - (e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the act; and
  - (f) With respect to the adequacy of the internal financial controls with reference to the consolidated financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the Explanations given to us :
- (i) The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in Its consolidated financial statements - Refer Note 34, 41 & 42 to the consolidated financial statements;
  - (ii) The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2020; and
  - (iv) The disclosures in the consolidated financial statements regarding holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 have not been made in these consolidated financial statements since they do not pertain to the financial year ended 31 March 2020.

For and on behalf of

**Karumanchi & Associates**

*Chartered Accountants*

Firm's Registration Number : 001753S

**Sd/-**

**K.Peddabbai**

*Partner*

M.No : 025036

UDIN No: 20025036AAAABZ5384

Place : Hyderabad

Date : 31.07.2020

## **ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT – 31 MARCH 2020**

### **Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (I) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

**(Referred to in paragraph (A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

#### **Opinion**

We have audited the internal financial controls with reference to consolidated financial statements of Prajay Engineers Syndicate Limited ("The Company") as of 31 March 2020 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on the date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note")

#### **Management's Responsibility by Internal Financial Controls**

The Group's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to consolidated financial statements criteria established by the Company considering the essential components or internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation or reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with respect to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with respect to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with respect to consolidated financial statements included obtaining an understanding of internal financial controls with respect to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to consolidated financial statements.

#### **Meaning of Internal Financial Controls with reference to Consolidated Financial Statements**

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluations of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For and on behalf of

### **Karumanchi & Associates**

*Chartered Accountants*

Firm's registration number : 001753S

**Sd/-**

**K.Peddabbai**

*Partner*

M.No : 025036

UDIN No: 20025036AAAABZ5384

Place : Hyderabad

Date : 31.07.2020

| <b>Prajay Engineers Syndicate Limited</b>  |  |   |                                |
|--|--|---|--------------------------------|
| <b>Standalone Balance Sheet as at 31st March , 2020</b>  |  |   |                                |
| (All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)   |  |   |                                |
| <b>Particulars</b>   | <b>Note</b>  | <b>As at<br/>31 March 2020</b>  | <b>As at<br/>31 March 2019</b> |
| <b>Assets</b>  |  |   |                                |
| <b>Non-current assets</b>  |  |   |                                |
| Property, plant and equipment  | 6  | 12,193.41   | 12,479.02                      |
| Capital work-in-progress   |  | 25,857.87   | 25,371.86                      |
| Intangible assets  | 7  | 1.46  | 1.97                           |
| <b>Financial assets</b>  |  |   |                                |
| Investments  | 8  | 13,319.69   | 13,320.39                      |
| Loans  | 9  | 69.61   | 69.61                          |
| Other non-current assets   | 10   | 5,188.47  | 5,631.14                       |
|  |  | <b>56,630.51</b>  | <b>56,873.99</b>               |
| <b>Current assets</b>  |  |   |                                |
| Inventories  | 11   | 33,960.74   | 36,460.15                      |
| <b>Financial assets</b>  |  |   |                                |
| Investments  | 8  | 0.10  | -                              |
| Trade receivables  | 12   | 17,267.20   | 18,475.33                      |
| Cash and bank balances   | 13   | 300.65  | 449.19                         |
| Loans  | 9  | 626.87  | 719.85                         |
| Current tax assets, gross  |  | 280.60  | 586.56                         |
| Other current assets   | 10   | 1,395.95  | 1,873.49                       |
|  |  | <b>53,832.11</b>  | <b>58,564.57</b>               |
| <b>Total assets</b>  |  | <b>1,10,462.62</b>  | <b>1,15,438.56</b>             |
| <b>Equity and Liabilities</b>  |  |   |                                |
| <b>Equity</b>  |  |   |                                |
| Equity share capital   | 14   | 6,993.58  | 6,993.58                       |
| Other equity   | 15   | 50,149.34   | 50,538.40                      |
| <b>Total equity</b>  |  | <b>57,142.92</b>  | <b>57,531.98</b>               |
| <b>Non-current liabilities</b>   |  |   |                                |
| <b>Financial Liabilities</b>   |  |   |                                |
| Borrowings   | 16   | 2,040.29  | 1,891.88                       |
| Provision for Gratuity   |  | 94.46   | 94.61                          |
| Deferred tax liabilities (net)   | 17   | 1,335.98  | 1,245.93                       |
|  |  | <b>3,470.73</b>   | <b>3,232.42</b>                |
| <b>Current liabilities</b>   |  |   |                                |
| <b>Financial Liabilities</b>   |  |   |                                |
| Borrowings   | 16   | 4,509.58  | 4,661.30                       |
| Trade payables   | 18   | 17,210.63   | 20,758.21                      |
| Other financial liabilities  | 19   | 20,915.43   | 21,992.42                      |
| Other current liabilities  | 20   | 7,064.23  | 7,113.13                       |
| Liabilities for current tax assets   |  | 149.10  | 149.10                         |
| <b>Total liabilities</b>   |  | <b>49,848.97</b>  | <b>54,674.16</b>               |
| <b>Total equity and liabilities</b>  |  | <b>1,10,462.62</b>  | <b>1,15,438.56</b>             |
| Summary of significant accounting policies   | 1 to 5   |   |                                |
| The accompanying notes are an integral part of the standalone financial statements.  |  |   |                                |
| As per our report of even date attached  |  |   |                                |
| for Karumanchi & associates<br>Chartered Accountants<br>ICAI Firm Registration number: 001753S                                 |  | for and on behalf of the Board of Directors of Prajay Engineers<br>Syndicate Limited                            |                                |
| Sd/-<br>K.Peddabbai<br>Partner<br>Membership No: 025036<br>UDIN No: 20025036AAAABY6087<br>Place: Hyderabad<br>Date: 31.07.2020 | Sd/-<br>D.Vijay Sen Reddy<br>Chairman and Managing Director<br>DIN: 00291185<br>Sd/-<br>P.Bhaskara Rao<br>Chief Financial Officer<br>M.No.CMA 9445 | Sd/-<br>D.Rohit Reddy<br>Director<br>DIN: 07560450<br>Sd/-<br>T.Siva Kumar<br>Company Secretary<br>M No. A37447 |                                |



**Prajay Engineers Syndicate Limited****Statement of Profit and Loss for the year ended March 31, 2020**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| <b>Particulars</b>  | <b>Note</b> | <b>For the year ended<br/>31 March 2020</b> | <b>For the year ended<br/>31 March 2019</b> |
|---|-------------|---|---|
| Revenue from operations   | 21          | 4,931.03                                    | 4,678.57                                    |
| Other income  | 22          | 336.33                                      | 483.30                                      |
| <b>Total income</b>   |             | <b>5,267.36</b>                             | <b>5,161.87</b>                             |
| <b>Expenses</b>   |             |   |   |
| Cost of Land, Plots and Constructed Properties                        | 23          | 3,329.24                                    | 3,013.84                                    |
| Direct Cost Hotels & Resorts  | 23          | 477.71                                      | 423.25                                      |
| Employee benefits expense   | 24          | 320.58                                      | 381.23                                      |
| Depreciation and amortisation expense                                 | 25          | 407.44                                      | 418.40                                      |
| Finance costs   | 26          | 511.53                                      | 1,541.07                                    |
| Other expenses  | 27          | 593.94                                      | 772.07                                      |
| <b>Total expense</b>  |             | <b>5,640.44</b>                             | <b>6,549.86</b>                             |
| <b>Profit before prior period items</b>                               |             | <b>(373.08)</b>                             | <b>(1,387.99)</b>                           |
| Prior period adjustments  |             | -   | -   |
| <b>Profit before Tax</b>  |             | <b>(373.08)</b>                             | <b>(1,387.99)</b>                           |
| Tax expenses  |             |   |   |
| Current tax   |             | -   | -   |
| Prior Period Tax  |             | -   | -   |
| Deferred tax charge   |             | 90.05                                       | (91.46)                                     |
| Total tax expense   |             | 90.05                                       | (91.46)                                     |
| <b>Profit for the year</b>  |             | <b>(463.13)</b>                             | <b>(1,296.53)</b>                           |
| <b>Other comprehensive income</b>                                     |             |   |   |
| <b>Items that will not be reclassified to profit or loss:</b>         |             |   |   |
| Net (loss)/ gain on Fair Value Through OCI (FVTOCI) equity securities |             | (0.70)                                      | (0.29)                                      |
| Re-measurement gains/ (losses) on defined benefit plan                |             | -   | -   |
| Income-tax effect   |             | 0.12  | 0.06  |
| <b>Other comprehensive income for the year, net of tax</b>            |             | <b>(0.58)</b>                               | <b>(0.23)</b>                               |
| <b>Total comprehensive income for the year</b>                        |             | <b>(463.71)</b>                             | <b>(1,296.76)</b>                           |
| <b>Earnings per equity share (nominal value of INR 10) in INR</b>     |             |   |   |
| Basic and Diluted   |             | (0.66)                                      | (1.85)                                      |

Summary of significant accounting policies

1 to 5

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for Karumanchi & associates  
Chartered Accountants  
ICAI Firm Registration number: 001753Sfor and on behalf of the Board of Directors of Prajay Engineers  
Syndicate LimitedSd/-  
K.Peddabai  
Partner  
Membership No: 025036  
UDIN No: 20025036AAAABY6087Sd/-  
D.Vijay Sen Reddy  
Chairman and Managing Director  
DIN: 00291185Sd/-  
D.Rohit Reddy  
Director  
DIN: 07560450Place: Hyderabad  
Date: 31.07.2020Sd/-  
P.Bhaskara Rao  
Chief Financial Officer  
M.No.CMA 9445Sd/-  
T.Siva Kumar  
Company Secretary  
M No. A37447

**Prajay Engineers Syndicate Limited**  
**Standalone Statement of Changes in Equity for the year ended March 31, 2020**  
(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| <b>a. Equity Share Capital</b>                                   | <b>No. of shares</b> | <b>Amount</b> |
|--|----------------------|---------------|
| <b>Equity shares of INR 10 each issued</b>                       |                      |               |
| At March 31, 2019  | 7,02,67,291          | 7,026.72      |
| At March 31, 2020  | 7,02,67,291          | 7,026.72      |
| <b>Equity shares of INR 10 each subscribed and fully paid-up</b> |                      |               |
| At March 31, 2019  | 6,99,35,791          | 6,993.58      |
| At March 31, 2020  | 6,99,35,791          | 6,993.58      |

**b. Other equity**

| <b>Particulars</b>  | <b>Reserves and Surplus</b> |                        |                        |                          | <b>Total</b>     |
|---|-----------------------------|------------------------|------------------------|--------------------------|------------------|
|   | <b>Share Premium</b>        | <b>Capital Reserve</b> | <b>General reserve</b> | <b>Retained Earnings</b> |                  |
| <b>At March 31, 2018</b>  | 40,762.16                   | 475.80                 | 1,999.08               | 8,598.12                 | <b>51,835.16</b> |
| Profit for the year   |                             |                        |                        | (1,296.53)               | (1,296.53)       |
| Other comprehensive income  |                             |                        |                        |                          |                  |
| Net (loss)/ gain on Fair Value Through OCI (FVTOCI) equity securities |                             |                        |                        | (0.29)                   | (0.29)           |
| Re-measurement gains/ (losses) on defined benefit plans               |                             |                        |                        | -                        | -                |
| Income-tax effect   |                             |                        |                        | 0.06                     | 0.06             |
| <b>At March 31, 2019</b>  | 40,762.16                   | 475.80                 | 1,999.08               | 7,301.37                 | 50,538.40        |
| Profit for the year   |                             |                        |                        | (463.13)                 | (463.13)         |
| Other comprehensive income  |                             |                        |                        |                          |                  |
| Net (loss)/ gain on Fair Value Through OCI (FVTOCI) equity securities |                             |                        |                        | (0.70)                   | (0.70)           |
| Income Tax Refund   |                             |                        |                        | 74.65                    | 74.65            |
| Re-measurement gains/ (losses) on defined benefit plans, net of tax   |                             |                        |                        | -                        | -                |
| Income-tax effect   |                             |                        |                        | 0.12                     | 0.12             |
| <b>Balance as of 31 Mar 2020</b>                                      | 40,762.16                   | 475.80                 | 1,999.08               | 6,912.31                 | 50,149.34        |

Summary of significant accounting policies 1 to 5

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for Karumanchi & associates

Chartered Accountants

ICAI Firm Registration number: 001753S

for and on behalf of the Board of Directors of Prajay Engineers Syndicate Limited

Sd/-  
K.Peddabbai  
Partner  
Membership No: 025036  
UDIN No: 20025036AAAAABY6087  
Place: Hyderabad  
Date: 31.07.2020

Sd/-  
D.Vijay Sen Reddy  
Chairman and Managing Director  
DIN: 00291185  
Sd/-  
P.Bhaskara Rao  
Chief Financial Officer  
M.No.CMA 9445

Sd/-  
D.Rohit Reddy  
Director  
DIN: 07560450  
Sd/-  
T.Siva Kumar  
Company Secretary  
M No. A37447

**Prajay Engineers Syndicate Limited****Standalone Statement of Cash Flows for the Year ended March 31, 2020**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars  | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--|-------------------------------------|-------------------------------------|
| <b>Operating activities</b>  |                                     |                                     |
| <b>Profit before tax</b>   | <b>(373.08)</b>                     | <b>(1,387.99)</b>                   |
| <i>Adjustments to reconcile profit before tax to net cash flows:</i>                                     |                                     |                                     |
| Depreciation of tangible assets  | 406.94                              | 417.89                              |
| Amortisation of intangible assets  | 0.50                                | 0.51                                |
| Finance income (including fair value change in financial instruments)                                    | (115.86)                            | (5.49)                              |
| Finance costs (including fair value change in financial instruments)                                     | 512.23                              | 1,541.36                            |
| <i>Working capital adjustments:</i>  |                                     |                                     |
| (Increase)/ decrease in trade receivables  | 1,208.13                            | 1,389.53                            |
| (Increase)/ decrease in inventories  | 2,499.41                            | 2,142.09                            |
| (Increase)/ decrease in loans  | 92.98                               | 38.48                               |
| (Increase)/ decrease in other assets   | 920.21                              | (538.43)                            |
| Increase/ (decrease) in trade payables and other financial liabilities                                   | (4,218.97)                          | (2,875.91)                          |
| Increase/ (decrease) in provisions   | (0.15)                              | (4.19)                              |
| Increase/ (decrease) in other non financial liabilities  | (48.78)                             | 2,715.98                            |
|  | <b>883.56</b>                       | <b>3,436.92</b>                     |
| Income tax paid  | 493.59                              | (51.88)                             |
| <b>Net cash flows from operating activities</b>  | <b>1,377.15</b>                     | <b>3,385.04</b>                     |
| <b>Investing activities</b>  |                                     |                                     |
| Purchase of property, plant and equipment (including capital work in progress)                           | (607.33)                            | (1,825.03)                          |
| (Investments in)/ redemption of bank deposits (having original maturity of more than three months) - net | (0.10)                              | 22.85                               |
| Interest received (finance income)   | 2.88                                | 5.49                                |
| <b>Net cash flows used in investing activities</b>   | <b>(604.55)</b>                     | <b>(1,796.69)</b>                   |
| <b>Financing activities</b>  |                                     |                                     |
| Proceeds / (repayment) from long term borrowings, net  | 148.41                              | (132.69)                            |
| Proceeds / (repayment) from short term borrowings, net   | (151.72)                            | 156.57                              |
| Interest paid  | (917.83)                            | (1,591.45)                          |
| <b>Net cash flows from/ (used in) financing activities</b>   | <b>(921.14)</b>                     | <b>(1,567.57)</b>                   |
| <b>Net increase / (decrease) in cash and cash equivalents</b>  | <b>(148.54)</b>                     | <b>20.78</b>                        |
| Cash and cash equivalents at the beginning of the year (refer note 13)                                   | 449.19                              | 428.41                              |
| <b>Cash and cash equivalents at the end of the year (refer note 13)</b>                                  | <b>300.65</b>                       | <b>449.19</b>                       |

Note: Cash &amp; Cash Equivalents INR 0.16 lakhs in Escrow account (31.03.2019 : INR 0.16 lakhs)

Summary of significant accounting policies 1 to 5

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for Karumanchi &amp; associates

Chartered Accountants

ICAI Firm Registration number: 001753S

Sd/-

K.Peddabai

Partner

Membership No: 025036

UDIN No: 20025036AAAAABY6087

Place: Hyderabad

Date: 31.07.2020

for and on behalf of the Board of Directors of Prajay Engineers  
Syndicate Limited

Sd/-

D.Vijay Sen Reddy

Chairman and Managing Director

DIN: 00291185

Sd/-

P.Bhaskara Rao

Chief Financial Officer

M.No.CMA 9445

Sd/-

D.Rohit Reddy

Director

DIN: 07560450

Sd/-

T.Siva Kumar

Company Secretary

M No. A37447

# **Prajay Engineers Syndicate Limited**

## **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### **1. General information**

Prajay Engineers Syndicate Limited (the Company) is a public company domiciled & incorporated under the provisions of the Companies Act, 1956 on April 19, 1994. The Company is engaged primarily in the business of real estate construction, development and maintaining hospitality projects. The shares of the Company are listed on two stock exchanges in India i.e. National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

### **2. Basis of preparation of financial statements**

#### **2.1 Statement of Compliance**

The financial statements of the Company have been prepared and presented in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time.

#### **2.2 Accounting convention**

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the statement of financial position:

- certain financial assets and liabilities are measured at fair value;
- employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;
- long term borrowings are measured at amortized cost using the effective interest rate method.

#### **2.3 Functional currency**

The financial statements are presented in Indian rupees, which is the functional currency of our Company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates.

#### **2.4 Operating cycle**

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

##### *Assets:*

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

##### *Liabilities:*

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**3. Significant accounting policies**

**3.1 Revenue recognition**

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable, net of taxes and applicable trade discounts and allowances.

- (i) Revenue from sale of land / plots is recognized in the financial year in which the agreement to sell is executed, at which time all the following conditions are satisfied:
  - the Company has transferred to the buyer the significant risks and rewards of ownership;
  - the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the land sold;
  - the amount of revenue can be measured reliably;
  - it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.
- (ii) Revenue from constructed properties (excluding GST) is recognized on the “percentage of completion method”. The total sale consideration as per the agreements to sell constructed properties entered is recognized as revenue only when the stage of completion is 20 percent or more when the outcome of the project can be estimated reliably. When it is probable that total costs will exceed the total project revenue the expected loss is recognized immediately.  
GST does not form part of gross revenue.
- (iii) Contract revenue from the construction contracts are recognized on “percentage of completion method measured by survey of work performed” depending on the nature of the contract. The revenue on construction contract is recognized only when the stage of completion is 20 percent or more when the outcome of the contract can be estimated reliably. When it is probable that the total cost exceeds the total contract revenue, the expected loss is recognized immediately.
- (iv) Income from sale of Rooms, Food and Beverages and allied services relating to hotel operations is recognized upon rendering of the service. Income stated is exclusive of amount received towards sales tax/ service tax /GST etc.
- (v) In respect of membership (club) sales, revenue is recognized as under:
  - Life membership, Permanent membership and Time-share membership over a period of 15 years,
  - Long-term membership over a period of 3 years.
  - Health club membership fully in the year of receipt.

*Dividend and interest income*

Dividend income from investments is recognized when the shareholder's right to receive payment has been established.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

#### **3.2 Cost of construction**

Cost of constructed properties includes cost of land (including land under agreements to purchase), estimated internal development costs, external development charges, constructions costs and development/ construction materials, which is charged to the statement of profit and loss based on the percentage of revenue recognized, in consonance with the concept of matching costs and revenue. Final adjustment is made on completion of the applicable project.

Cost of Construction Contracts includes estimated construction costs and construction material, which is charged to the statement of profit and loss based on percentage of revenue recognized measured by survey of work performed as per accounting policy above, depending on the nature of the contract, in consonance with the concept of matching costs and revenue. Final adjustment is made on completion of the applicable project.

Overhead expenses comprising costs other than those directly charged to the jobs are distributed over the various projects on a pro-rata basis having regard to the activity and nature of such projects.

#### **3.3 Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rental expense from operating leases is generally recognised on a straight-line basis over the term of relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

#### **3.4 Foreign currencies**

In preparing the financial statements of the Company, transactions in currencies other than the company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

#### **3.5 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### **3.6 Taxation**

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

##### **Current tax**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

##### **Deferred tax**

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not

## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### **3.7 Earnings per share**

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

### **3.8 Property, plant and equipment**

#### *Recognition and measurement*

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within "other (income)/expense, net" in the income statement.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognized in the income statement as incurred.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

#### *Depreciation*

Depreciation is recognized in the income statement on a straight-line basis over the estimated useful lives of property, plant and equipment as prescribed in Schedule II to the Companies Act, 2013. Leased assets are depreciated over the shorter of the lease term and their useful lives. The depreciation expense is included in the costs of the functions using the asset. Land is not depreciated.

Software for internal use, which is primarily acquired from third-party vendors and which is an integral part of a tangible asset, is capitalized as part of the related tangible asset. Subsequent costs associated with maintaining such software are recognized as expense as incurred. The capitalized costs are amortized over the estimated useful life of the software or the remaining useful life of the tangible fixed asset, whichever is lower.

## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

#### **3.9 Inventories**

Inventories are valued as under:

- Land earmarked for property development is valued at cost. Cost includes land acquisition cost, registration charges and stamp duty.
- Constructed properties includes cost of land, premium for development rights, construction costs and allocated interest and expenses incidental to the projects undertaken by the company.
- Stock of food and beverages are carried at cost and net realizable value, whichever is lower. Cost is determined on the "weighted average" method.

#### **3.10 Impairment of non-financial assets**

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized in the income statement if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Goodwill that forms part of the carrying amount of an investment in an associate is not recognized separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

An impairment loss in respect of equity accounted investee is measured by comparing the recoverable amount of investment with its carrying amount. An impairment loss is recognized in the income statement, and reversed if there has been a favorable change in the estimates used to determine the recoverable amount.

#### **3.11 Employee benefits**

##### *Short-term employee benefits*

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### *Defined contribution plans*

The Company's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

##### *Defined benefit plans*

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from



## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

#### *Termination benefits*

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

#### *Other long-term employee benefits*

The Company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

### **3.12 Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

### **3.13 Contingent liabilities & contingent assets**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

### **3.14 Financial instruments**

#### *Initial recognition*

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

#### *Subsequent measurement*

##### *Non-derivative financial instruments*

- Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held with a business model whose objective to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

- Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held with a business model whose objective is achieved by collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further in cases where the Company had made an irrevocable election based on its

business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

- Investment in subsidiaries and associates

Investment in subsidiaries and associates are carried at cost in the separate financial statements.

- Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to short maturity of these instruments.

- 4. Fixed Assets:** Freehold land and buildings (properties) were carried in the balance sheet prepared in accordance with Indian GAAP on the basis of carrying cost (cost model) on 31 March 2015. The company has elected to regard those carrying costs of property as deemed cost at the date of transition. Accordingly, the Company has not revalued the property at 1 April 2015.

**Investments in associates and subsidiaries:** The Company has elected to continue with the carrying value of its investments in subsidiary companies and associate companies as of April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

#### **5. Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, which are described in note 3, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

##### ***Provision and contingent liability***

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

##### ***Useful lives of depreciable assets***

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2020 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

***Investment in equity instruments of subsidiary and associate companies***

During the year, the Company assessed the investment in equity instrument of subsidiary and associate companies carried at cost for impairment testing. These companies are expected to generate positive cash flows in the future years. Detailed analysis has been carried out on the future projections and the Company is confident that the investments do not require any impairment.

**Prajay Engineers Syndicate Limited**
**Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**6 Property, plant and equipment**

| Particulars                     | Freehold Land | Buildings | Plant and Machinery | Furniture and fixtures | Computers | Vehicles | Total     |
|---------------------------------|---------------|-----------|---------------------|------------------------|-----------|----------|-----------|
| <b>Cost</b>                     |               |           |                     |                        |           |          |           |
| At March 31, 2018               | 430.85        | 11,617.96 | 2,147.15            | 106.53                 | 9.13      | 180.78   | 14,492.40 |
| Additions                       | -             | -         | 11.65               | -                      | 2.19      | 33.33    | 47.17     |
| Adjustments                     |               |           | 13.31               |                        |           |          | 13.31     |
| At March 31, 2019               | 430.85        | 11,617.96 | 2,145.49            | 106.53                 | 11.32     | 214.11   | 14,526.26 |
| Additions                       |               |           | 9.65                | 2.94                   | 0.41      | 108.32   | 121.32    |
| Adjustments                     |               |           |                     |                        |           |          | -         |
| At March 31, 2020               | 430.85        | 11,617.96 | 2,155.14            | 109.47                 | 11.73     | 322.43   | 14,647.58 |
| <b>Accumulated depreciation</b> |               |           |                     |                        |           |          |           |
| At March 31, 2018               | -             | 541.74    | 928.37              | 58.41                  | 6.90      | 98.45    | 1,633.87  |
| Charge for the year             |               | 190.97    | 198.66              | 8.14                   | 0.87      | 19.25    | 417.89    |
| Less: Adjustments               |               |           | 4.51                |                        |           |          | 4.51      |
| At March 31, 2019               |               | 732.71    | 1,122.52            | 66.55                  | 7.77      | 117.70   | 2,047.25  |
| Charge for the year             |               | 190.97    | 176.50              | 7.80                   | 1.13      | 30.53    | 406.93    |
| Less: Adjustments               |               |           |                     |                        |           |          |           |
| At March 31, 2020               |               | 923.68    | 1,299.02            | 74.35                  | 8.90      | 148.23   | 2,454.18  |
| <b>Carrying amount</b>          |               |           |                     |                        |           |          |           |
| At March 31, 2018               | 430.85        | 11,076.22 | 1,218.78            | 48.12                  | 2.23      | 82.33    | 12,858.54 |
| At March 31, 2019               | 430.85        | 10,885.25 | 1,022.97            | 39.98                  | 3.55      | 96.41    | 12,479.02 |
| At March 31, 2020               | 430.85        | 10,694.28 | 856.12              | 35.12                  | 2.83      | 174.20   | 12,193.41 |

**Note**

## a) Capitalised borrowing costs

The amount of borrowing costs capitalised during the year ended March 31, 2020 was INR Nil (March 31, 2019 - INR Nil).

## b) Charge on Property, plant and equipment

Property, plant and equipment with a carrying amount of INR Nil (March 31, 2019 - INR Nil) lakhs and Vehicles with a carrying amount of INR 98.86 lakhs (March 31, 2019 - INR 6.32 lakhs) are subject to a first charge to secure the Company's bank loans.

**7 Intangible assets**

| Particulars                     | Computer softwares | Total |
|---------------------------------|--------------------|-------|
| <b>Cost</b>                     |                    |       |
| At March 31, 2018               | 2.50               | 2.50  |
| Additions                       | -                  | -     |
| At March 31, 2019               | 2.50               | 2.50  |
| Additions                       |                    |       |
| At March 31, 2020               | 2.50               | 2.50  |
| <b>Accumulated depreciation</b> |                    |       |
| At March 31, 2018               | 0.03               | 0.03  |
| Depreciation expense            | 0.50               | 0.50  |
| At March 31, 2019               | 0.53               | 0.53  |
| Depreciation expense            | 0.51               | 0.51  |
| At March 31, 2020               | 1.04               | 1.04  |
| <b>Carrying amount</b>          |                    |       |
| At March 31, 2018               | 2.47               | 2.47  |
| At March 31, 2019               | 1.97               | 1.97  |
| At March 31, 2020               | 1.46               | 1.46  |

**Prajay Engineers Syndicate Limited****Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**8 Investments**

| <b>Particulars</b>  | <b>31 March 2020</b> | <b>31 March 2019</b> |
|---|----------------------|----------------------|
| <b>Non-current investments</b>  |                      |                      |
| <b>Investments carried at cost</b>  |                      |                      |
| <b>Unquoted equity shares</b>   |                      |                      |
| <i>Investments in subsidiaries</i>  |                      |                      |
| 5,000 (March 31, 2019: 5,000) equity shares of face value Rs. 1,000 each fully paid up in Prajay Retail Properties Private Limited                          | 1,100.00             | 1,100.00             |
| 999,900 (March 31, 2019: 999,900) equity shares of face value Rs. 10 each fully paid up in Prajay Holdings Private Limited                                  | 99.99                | 99.99                |
| <i>Investments in associates</i>  |                      |                      |
| 64,595 (March 31, 2019: 64,595) equity shares of face value Rs. 10 each fully paid up in Prajay Properties Private Limited                                  | 6.46                 | 6.46                 |
| 10,000 (March 31, 2019: 10,000) equity shares of face value USD 1 each fully paid up in Genesis Capital Private Limited, Mauritius                          | 5.18                 | 5.18                 |
| <b>Unquoted preference instruments</b>  |                      |                      |
| <i>Investment in subsidiary</i>   |                      |                      |
| 64,438,944 (March 31, 2019: 64,438,944) optionally convertible preference shares of face value Rs. 10 each fully paid up in Prajay Holdings Private Limited | 6,443.89             | 6,443.89             |
| <i>Investment in associate</i>  |                      |                      |
| 40,130 (March 31, 2019: 40,130) optionally convertible preference shares of face value Rs. 10,000 each fully paid up in Prajay Properties Private Limited   | 4,013.00             | 4,013.00             |
| <b>Investment in the capital of partnership firm</b>  |                      |                      |
| 50% (March 31, 2019: 50%) share in the profits of Prajay Binjusaria Estates   | 1,650.50             | 1,650.50             |
| <b>Total investments carried at cost</b>  | <b>13,319.02</b>     | <b>13,319.02</b>     |
| <b>Investments carried at Fair Value Through Other Comprehensive Income (FVTOCI)</b>  |                      |                      |
| <b>Quoted equity shares</b>   |                      |                      |
| 9,500 (March 31, 2019: 9,500) equity shares of face value Rs. 10 each, fully paid up in Indian Overseas Bank  | 0.67                 | 1.37                 |
| <b>Total investments carried at fair value through other comprehensive income</b>   | <b>0.67</b>          | <b>1.37</b>          |
| <b>Investments in term deposit accounts (original maturity more than 12 months)</b>   |                      |                      |
| Term deposits with Indian Overseas Bank   | -                    | -                    |
| <b>Total other investments</b>  | <b>-</b>             | <b>-</b>             |
| <b>Total investments</b>  | <b>13,319.69</b>     | <b>13,320.39</b>     |
| <b>Current investments</b>  |                      |                      |
| <b>Investments in term deposit accounts (original maturity more than 3 months and less than 12 months)</b>  |                      |                      |
| Term deposits with HDFC Bank  | 0.10                 | -                    |
| <b>Total other investments</b>  | <b>0.10</b>          | <b>-</b>             |
| <b>Category-wise investments</b>  |                      |                      |
| Investment in equity instruments  | 1,212.30             | 1,213.00             |
| Investment in preference shares   | 10,456.89            | 10,456.89            |
| Investment in capital of partnership firm   | 1,650.50             | 1,650.50             |
| Investment in term deposit accounts with original maturity more than 3 months   | 0.10                 | -                    |
| <b>Other disclosures</b>  |                      |                      |
| Investment in subsidiaries  | 7,643.88             | 7,643.88             |
| Investment in associates  | 4,024.64             | 4,024.64             |
| Investment in capital of partnership firm   | 1,650.50             | 1,650.50             |

**Prajay Engineers Syndicate Limited**
**Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**9 Loans (Unsecured, considered good unless otherwise stated)**

| Particulars                  | 31 March 2020 | 31 March 2019 |
|------------------------------|---------------|---------------|
| <b>Non-current</b>           |               |               |
| Security deposits            | 69.61         | 69.61         |
|                              | <u>69.61</u>  | <u>69.61</u>  |
| <b>Current</b>               |               |               |
| Security deposits (a)        | 549.74        | 549.74        |
| Other loans and advances (b) | 77.13         | 170.11        |
|                              | <u>626.87</u> | <u>719.85</u> |

Note: (a) includes deposit to Director INR 500.00 lakhs ( 31.03.2019 : INR 500.00 lakhs)

(b) includes INR Nil ( 31.03.2019 : INR 4.86 lakhs) to Privale Companies having Common Director.

**10 Other assets**

| Particulars   | 31 March 2020   | 31 March 2019   |
|---|-----------------|-----------------|
| <b>Non-current assets</b>   |                 |                 |
| <i>Unsecured, considered good</i>                                   |                 |                 |
| Advances for Purchase of Land / development (a)                     | 5,176.47        | 5,603.89        |
| Capital advances  | 12.00           | 27.25           |
| <i>Unsecured, considered doubtful</i>                               |                 |                 |
| Advances for Purchase of Land / development                         | 700.00          | 700.00          |
|   | <u>5,888.47</u> | <u>6,331.14</u> |
| Less: Provision against advances for Purchase of Land / development | 700.00          | 700.00          |
|   | <u>5,188.47</u> | <u>5,631.14</u> |
| <b>Current assets</b>   |                 |                 |
| <i>Unsecured, considered good</i>                                   |                 |                 |
| Prepaid expenses  | 6.48            | 27.98           |
| Advances for material and works                                     | 1,389.47        | 1,845.51        |
|   | <u>1,395.95</u> | <u>1,873.49</u> |

Note: (a) Includes advance to Partnership firm in which the company is partner INR 89.96 lakhs (31.03.2019 : INR 89.96 lakhs)

**11 Inventories**

| Particulars                                      | 31 March 2020    | 31 March 2019    |
|--|------------------|------------------|
| Land at Cost                                     | 11,622.10        | 12,202.63        |
| Land and construction work in progress - at cost | 22,324.32        | 24,240.28        |
| Food and Beverages - at cost                     | 14.32            | 17.24            |
|  | <u>33,960.74</u> | <u>36,460.15</u> |

**12 Trade receivables**

| Particulars   | 31 March 2020    | 31 March 2019    |
|---|------------------|------------------|
| <b>Outstanding for a period exceeding six months from the date they are due for payment</b> |                  |                  |
| Unsecured, considered good  | 17,016.10        | 18,319.21        |
| Doubtful  | 1,246.96         | 1,246.96         |
|   | <u>18,263.06</u> | <u>19,566.17</u> |
| Provision for doubtful receivables  | 1,246.96         | 1,246.96         |
|   | <u>17,016.10</u> | <u>18,319.21</u> |
| <b>Other receivables</b>  |                  |                  |
| Unsecured, considered good  | 251.10           | 156.12           |
| <b>Total Trade receivables</b>  | <u>17,267.20</u> | <u>18,475.33</u> |

**13 Cash and bank balances**

| Particulars                      | 31 March 2020 | 31 March 2019 |
|----------------------------------|---------------|---------------|
| Balances with banks:             |               |               |
| - On current accounts            | 296.95        | 439.81        |
| Cash on hand                     | 3.70          | 9.38          |
| <b>Cash and cash equivalents</b> | <u>300.65</u> | <u>449.19</u> |

**Prajay Engineers Syndicate Limited**
**Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**14 Share Capital**

| Particulars   | 31 March 2020   | 31 March 2019   |
|---|-----------------|-----------------|
| <b>Authorised Share Capital</b>   |                 |                 |
| 250,000,000 (March 31, 2019: 250,000,000) equity shares of Rs.10 each               | 25,000.00       | 25,000.00       |
| <b>Issued equity capital</b>  |                 |                 |
| 70,267,291 (March 31, 2019: 70,267,291) equity shares of Rs.10 each                 | 7,026.72        | 7,026.72        |
| <b>Subscribed and fully paid-up</b>   |                 |                 |
| 69,935,791 (March 31, 2019: 69,935,791) equity shares of Rs.10/- each fully paid-up | 6,993.58        | 6,993.58        |
|   | <u>6,993.58</u> | <u>6,993.58</u> |

**(a) Reconciliation of shares outstanding at the beginning and end of the reporting year**

| Particulars                              | 31 March 2020        |          | 31 March 2019        |          |
|--|----------------------|----------|----------------------|----------|
|  | No. of equity shares | Amount   | No. of equity shares | Amount   |
| Outstanding at the beginning of the year | 6,99,35,791          | 6,993.58 | 6,99,35,791          | 6,993.58 |
| Issued during the year                   | -                    | -        | -                    | -        |
| Outstanding at the end of the year       | 6,99,35,791          | 6,993.58 | 6,99,35,791          | 6,993.58 |

**Of the above:**

2,972,787 shares have been allotted pursuant to a contract without payment being received in cash.

**(b) Terms / rights attached to the equity shares**

The Company has one class of equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(c) Details of shareholders holding more than 5% shares in the**

| Particulars         | 31 March 2020             |                        | 31 March 2019             |                        |
|---------------------|---------------------------|------------------------|---------------------------|------------------------|
|                     | No. of equity shares held | % holding in the class | No. of equity shares held | % holding in the class |
| -D.Vijay Sen Reddy  | 1,97,05,576               | 28.18                  | 1,23,15,183               | 17.61                  |
| - D.Hymavathi Reddy | 12,33,125                 | 1.76                   | 82,37,618                 | 11.78                  |

**15 Other equity**

|  | 31 March 2020    | 31 March 2019    |
|--|------------------|------------------|
| <b>Capital reserves</b>                        |                  |                  |
| Opening balance                                | 475.80           | 475.80           |
| Add: Additions during the year                 | -                | -                |
| Closing balance                                | <u>475.80</u>    | <u>475.80</u>    |
| <b>Share premium</b>                           |                  |                  |
| Opening balance                                | 40,762.16        | 40,762.16        |
| Add: Premium on fresh issue                    | -                | -                |
| Closing balance                                | <u>40,762.16</u> | <u>40,762.16</u> |
| <b>General reserve</b>                         |                  |                  |
| Opening balance                                | 1,999.08         | 1,999.08         |
| Add: Amount transferred from retained earnings | -                | -                |
| Closing balance                                | <u>1,999.08</u>  | <u>1,999.08</u>  |
| <b>Retained earnings</b>                       |                  |                  |
| Opening balance                                | 7,301.36         | 8,598.12         |
| Profit/(loss) for the year                     | (463.13)         | (1,296.53)       |
| Other comprehensive income                     | (0.58)           | (0.23)           |
| Income Tax Refund                              | 74.65            | -                |
| Less: Transfers to general reserve             | -                | -                |
| Closing balance                                | <u>6,912.30</u>  | <u>7,301.35</u>  |
| <b>Total other equity</b>                      | <u>50,149.34</u> | <u>50,538.40</u> |

**Prajay Engineers Syndicate Limited****Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**16 Borrowings**

| Particulars  | 31 March 2020   | 31 March 2019   |
|--|-----------------|-----------------|
| <b>Non-current Borrowings</b>  |                 |                 |
| <b>Secured loans</b>   |                 |                 |
| Term loans from Banks  |                 |                 |
| <b>Liquient loan from Indian Overseas Bank</b>   | -               | 121.18          |
| (Liquient loan with a prime security of assignment of rent receivable for a period of 9 years commencing from March,2013)  |                 |                 |
| <b>Equipment / Auto Loans</b>  | 21.69           | -               |
| (Secured by hypothecation of vehicles acquired out of the said loan.<br>The loans are repayable in 36 equated monthly instalments)   |                 |                 |
| <b>Loans from related parties - Prajay Properties Private Limited</b>  | 2,018.60        | 1,770.70        |
| (ICD from Prajay Properties Private Limited Secured by Mortgage of 49,869 Sft of office premises at Begumpet, land admeasuring Ac 11 Gts 33 in Sy. No.1222 at Shamirpet and land admeasuring 5168 Sq.Yds in Sy.Nos 1211 to1217 and 1226 at Shamirpet village along with the personal guarantee of some the Directors.<br>The loan is repayable on the expiry of 72 months from the date of obtaining all statutory approvals for Prajay Megapolis project, which has not crystallised as on 31-3-2020) |                 |                 |
| <b>Total non-current borrowings</b>  | <u>2,040.29</u> | <u>1,891.88</u> |
| <b>Current Borrowings</b>  |                 |                 |
| <b>Secured loans from</b>  |                 |                 |
| Emami Realty Limited   | -               | 55.00           |
| (Secured against mortgage of 4 villas at Celebrity Villas)   |                 |                 |
| <b>Deposits</b>  |                 |                 |
| Unclaimed public deposits  | 1.39            | 1.39            |
| Other deposits   | 70.00           | 70.00           |
| Unsecured Loans  | 248.00          | 242.00          |
| Unsecured loans from related parties *   | 4,190.19        | 4,292.91        |
| <b>Total current Borrowings</b>  | <u>4,509.58</u> | <u>4,661.30</u> |

Note: \* includes from subsidiaries

a) Prajay Retail Properties Pvt.Ltd. INR 906.28 lakhs (31.03.2019: INR 907.01 lakhs)

b) Prajay Holdings Pvt.Lts. INR 1870.55 lakhs (31.03.2019: INR 1782.04 lakhs)

**17 Deferred tax liabilities**

| Particulars   | 31 March 2020   | 31 March 2019   |
|---|-----------------|-----------------|
| Difference in WDV of PPE as per books and WDV as per Income tax Act | 1,105.41        | 973.98          |
| Deferred tax for opening Ind AS adjustments                         | 271.95          | 313.84          |
| Deferred tax for periods Ind AS adjustments                         | (41.38)         | (41.89)         |
|   | <u>1,335.98</u> | <u>1,245.93</u> |

**18 Trade payables**

| Particulars   | 31 March 2020    | 31 March 2019    |
|---|------------------|------------------|
| Total outstanding dues of micro enterprises and small enterprises | 1.32             | 26.63            |
| Others  | 17,209.31        | 20,731.58        |
|   | <u>17,210.63</u> | <u>20,758.21</u> |

**19 Other financial liabilities**

| Particulars                                  | 31 March 2020    | 31 March 2019    |
|--|------------------|------------------|
| <b>Current</b>                               |                  |                  |
| Current maturities of non-current borrowings | 3,352.79         | 4,427.43         |
| Interest accrued and due on borrowings       | 17,562.64        | 17,564.99        |
|  | <u>20,915.43</u> | <u>21,992.42</u> |

**20 Other current liabilities**

| Particulars            | 31 March 2020   | 31 March 2019   |
|------------------------|-----------------|-----------------|
| Advance from Customers | 7,064.23        | 7,113.13        |
|                        | <u>7,064.23</u> | <u>7,113.13</u> |



**Prajay Engineers Syndicate Limited**  
**Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**21 Revenue from operations**

| Particulars                             | 31 March 2020   | 31 March 2019   |
|---|-----------------|-----------------|
| <b>Construction division</b>            |                 |                 |
| (a) Sale of Constructed Properties      | 2,110.62        | 672.72          |
| (b) Revenue from Construction Contracts | -               | 424.96          |
| (c) Sale of Land                        | 1,695.17        | 2,510.18        |
| <b>Hospitality division</b>             |                 |                 |
| (a) Sale of Rooms                       | 402.66          | 294.42          |
| (b) Food and Beverages                  | 682.89          | 641.88          |
| (c) Others                              | 2.88            | 3.02            |
| (d) Membership Fees                     | 36.81           | 131.39          |
|   | <b>4,931.03</b> | <b>4,678.57</b> |

**22 Other income**

| Particulars                            | 31 March 2020 | 31 March 2019 |
|--|---------------|---------------|
| Interest income                        |               |               |
| On fixed deposits                      | -             | 1.04          |
| On Income Tax Refunds                  | 206.16        |               |
| Others                                 | 2.88          | 4.45          |
| Other operating revenues-Rental Income | 30.72         | 360.38        |
| Miscellaneous income                   | 96.57         | 117.43        |
|  | <b>336.33</b> | <b>483.30</b> |

**23 Cost of sales**

| Particulars   | 31 March 2020    | 31 March 2019    |
|---|------------------|------------------|
| a. Raw material and components consumed and development / construction costs:               |                  |                  |
| Inventory at the beginning of the year:   |                  |                  |
| -Land   | 12,202.63        | 14,215.15        |
| -Constructed Properties   | 24,240.28        | 24,357.13        |
|   | <b>36,442.91</b> | <b>38,572.28</b> |
| Add: Purchases and development / construction costs   | 832.75           | <b>884.47</b>    |
| Less: inventory at the end of the year :  |                  |                  |
| -Land   | 11,622.10        | 12,202.63        |
| -Constructed Properties   | 22,324.32        | 24,240.28        |
| Sub total   | <b>33,946.42</b> | <b>36,442.91</b> |
| Cost of raw material and components consumed and development / construction costs incurred: |                  |                  |
| -Construction Contracts   | -                | 369.53           |
| -Development /Construction Costs  | 3,329.24         | 2,644.31         |
|   | <b>3,329.24</b>  | <b>3,013.84</b>  |
| b. Direct Cost of Hotels & Resorts  |                  |                  |
| Inventory at the beginning of the year  | 17.24            | 24.26            |
| Add: Purchases  | 338.02           | 293.59           |
| Less: inventory at the end of the year  | 14.32            | 17.24            |
| Cost of food & others   | <b>340.94</b>    | <b>300.61</b>    |
| Other Direct Expenditure  | 136.77           | 122.64           |
|   | <b>477.71</b>    | <b>423.25</b>    |

**24 Employee benefits expense**

| Particulars                               | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Salaries, wages and bonus                 | 377.44        | 444.87        |
| Contribution to provident and other funds | 8.42          | 12.79         |
| Staff welfare expenses                    | 1.18          | 12.36         |
|   | <b>387.04</b> | <b>470.02</b> |
| Less: Allocated to Projects               | 66.46         | 88.79         |
|   | <b>320.58</b> | <b>381.23</b> |

**Prajay Engineers Syndicate Limited****Notes forming part of the financial statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**25 Depreciation and amortisation expense**

| <b>Particulars</b>                | <b>31 March 2020</b> | <b>31 March 2019</b> |
|-----------------------------------|----------------------|----------------------|
| Depreciation of tangible assets   | 406.94               | 417.89               |
| Amortization of intangible assets | 0.50                 | 0.51                 |
|                                   | <b>407.44</b>        | <b>418.40</b>        |

**26 Finance costs**

| <b>Particulars</b>   | <b>31 March 2020</b> | <b>31 March 2019</b> |
|--|----------------------|----------------------|
| Interest on long term borrowings   | 644.79               | 4,509.49             |
| Unwinding of interest on liabilities discounted                          | 247.90               | 217.74               |
| Finance charges payable under finance leases and hire purchase contracts | 11.57                | 1.81                 |
| Bank Charges   | 10.52                | 14.27                |
|  | <b>914.78</b>        | <b>4,743.31</b>      |
| Less: Allocated to Projects  | 403.25               | 3,202.24             |
|  | <b>511.53</b>        | <b>1,541.07</b>      |

**27 Other expenses**

| <b>Particulars</b>          | <b>31 March 2020</b> | <b>31 March 2019</b> |
|-----------------------------|----------------------|----------------------|
| Advertisements              | 26.86                | 8.24                 |
| Legal and professional (a)  | 71.31                | 155.72               |
| Power and fuel              | 188.62               | 199.01               |
| Repairs and maintenance     |                      |                      |
| Buildings                   | 21.01                | 10.59                |
| Plant and machinery         | 16.48                | 35.11                |
| Others                      | 64.82                | 70.71                |
| Insurance                   | 15.98                | 21.38                |
| Travel and conveyance       | 8.85                 | 17.17                |
| Rent (b)                    | 2.10                 | 15.13                |
| Rates and taxes             | 119.25               | 288.32               |
| Loss on Sale of asset       | -                    | 3.09                 |
| Auditors' remuneration      | 12.70                | 12.59                |
| Commission                  | 1.50                 | -                    |
| Other general expenses      | 160.78               | 183.75               |
|                             | <b>710.26</b>        | <b>1,020.81</b>      |
| Less: Allocated to Projects | 116.32               | 248.74               |
|                             | <b>593.94</b>        | <b>772.07</b>        |

Note: a) includes professional charges paid to directors INR 18.00 lakhs (31.03.2019 : 24.00 lakhs)

## Prajay Engineers Syndicate Limited

### Notes forming part of the Standalone Financial Statements

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

#### 28. Related party transactions

A. The following table provides the name of the related party and the nature of its relationship with the Company:

|   | Name of the Party                                     | Relationship  |  |
|---|---|---|--|
| (a)   | Prajay Holdings Private Limited                       | Direct Subsidiary   |  |
|   | Prajay Retail Properties Private Ltd                  | Direct Subsidiary   |  |
|   | Secunderabad Golf and Leisure Resorts Private Limited | Direct Subsidiary   |  |
|   | Prajay Developers Private Limited                     | Subsidiary of Prajay Holdings Private Limited   |  |
|   | Prajay Binjusaria Estates                             | Associate   |  |
|   | Prajay Properties Private Limited                     | Associate   |  |
|   | Genesis Capital Private Limited (Mauritius)           | Associate   |  |
| (b)   | <b>Other Related Parties</b>                          | <b>Designation</b>  | <b>Relatives (Relation)*</b>                                 |
|   | Mr.D.Vijay Sen Reddy                                  | Additional Director w.e.f.25.04.2019 has been changed to Chairman and Managing Director w.e.f.26.04.2019. | Mr.Rohit Reddy (Son)<br>Ms.D.Sarojini Reddy (Daughter)       |
|   | Mr. D.Rohit Reddy                                     | Managing Director has been changed to Non-executive Director w.e.f.25.04.2019.                            | Mr. Vijay Sen Reddy (Father)<br>Ms.D.Sarojini Reddy (Sister) |
|   | Mr. K. Ravi Kumar                                     | Whole time Director   |  |
| *Relatives of key management personnel with whom there were transactions during the year    |   |   |  |
| <b>(c) Other entities under the control of key management personnel and their relatives</b> |   |   |  |
| Prajay Financial Services Limited   |   | Prajay Chit Funds Private Limited   |  |
| Prajay Velocity Developers Private Limited  |   | Prajay Land Capital Private Limited   |  |
| VijMohan Constructions Private Limited  |   | Umbrella Water proofing   |  |
| Design Experiment   |   |   |  |

(d) Terms and conditions of transactions with related parties:

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. For the year ended March 31, 2020, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2019 - Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

| 28.B The following transactions were carried out with related parties in the ordinary course of business |   |                                       |           |   |           |  |           | Rs.in Lakhs  |           |
|--|---|---------------------------------------|-----------|---|-----------|--|-----------|--|-----------|
| Description  | Name of the Related Party                     | Subsidiaries / Step Down Subsidiaries |           | Enterprises over which Key Management Personnel is able to exercise significant influence |           | Key Management Personnel (KMP) and their relatives |           | Maximum amount of loans/advances outstanding during the year |           |
|  |   | 31.3.2020                             | 31.3.2019 | 31.3.2020   | 31.3.2019 | 31.3.2020  | 31.3.2019 | 31.3.2020  | 31.3.2019 |
| Sale of land, property, material and work done   | Prajay Properties Private Limited             |                                       |           | -   | 424.96    |  |           | -  |           |
|  | Umbrella Water Proofing                       | -                                     | -         | 5.45  | 20.80     |  |           | -  |           |
| Remuneration paid  |   |                                       | -         |   | -         | 21.07  |           | 27.90  |           |
| Rent paid  |   |                                       | -         |   | -         |  |           | 14.00  |           |
| Professional Charges Paid  |   |                                       |           |   |           | 18.00  |           | 48.00  |           |
| Advances Given   |   | 3.61                                  | 2.84      | 21.32   | 744.38    |  |           | -  | -         |
| Repayment of Advances Taken  |   | 110.87                                | 77.62     | 2,988.31  | 2,422.72  |  |           | -  | -         |
| Repayment of Advances given  |   |                                       |           | 126.00  | 27.58     |  |           |  |           |
| Advances Taken   |   | 199.64                                | 403.09    | 1,055.25  | 1,988.73  |  |           | -  | -         |
| <b>Balance at the end of the year</b>  |   |                                       |           |   |           |  |           |  |           |
| Debit balances outstanding   | Prajay Developers Private Limited             | 6.56                                  | 4.08      |   |           |  |           | 6.56   | 4.08      |
|  | Prajay Land Capital Private Limited           |                                       |           | 0.82  | 0.78      |  |           | 0.82   | 0.78      |
|  | Secunderabad Golf and Leisure Resorts Private | 1,418.11                              | 1,416.98  |   |           |  |           | 1,507.92   | 1,441.03  |
|  | Prajay Velocity Developers Private Limited    |                                       |           | 716.94  | 716.78    |  |           | 716.94   | 733.39    |
|  | Prajay Lifestyle UPVC Windows Private Limited |                                       |           |   | 121.61    |  |           | 121.61   | 121.65    |
|  | Prajay Binjusaria Estates                     |                                       |           | 89.97   | 89.97     |  |           | 89.97  | 89.97     |
|  | Umbrella Water Proofing                       |                                       |           |   | -         |  |           | -  | 16.37     |
|  | Prajay Properties Private Limited             |                                       |           | 21.12   |           |  |           | 102.46   |           |
|  | Key Management Personnel                      |                                       |           |   |           | 550.00   | 550.00    | 550.00   | 550.00    |
| Credit balances outstanding  | Prajay Properties Private Limited             |                                       |           | 3200.00   | 3,200.00  |  |           |  |           |
|  | Prajay Holdings Private Limited               | 1870.55                               | 1781.05   |   |           |  |           |  |           |
|  | Prajay Properties Private Limited             |                                       |           |   | 1,934.35  |  |           |  |           |
|  | Prajay Financial Services Limited             |                                       |           | 75.47   | 75.47     |  |           |  |           |
|  | Prajay Retail Properties Private Ltd          | 906.29                                | 907.02    |   |           |  |           |  |           |
|  | Prajay Kamanwala Developers                   |                                       |           | 2.50  | 2.50      |  |           |  |           |
|  | Prajay Lifestyle UPVC Windows Private Limited |                                       |           | 1.29  | -         |  |           |  |           |
|  | VijMoham Constructions Private Limited        |                                       |           | 0.11  | 0.11      |  |           |  |           |
|  | Umbrella Water Proofing                       |                                       |           | 7.23  | 6.17      |  |           |  |           |
|  | Design Experiment                             |                                       |           | 30.55   | 30.55     |  |           |  |           |
|  | Key Management Personnel/relatives            |                                       |           |   |           | 1,339.01   | 1,577.10  |  |           |
| Guarantees Given to Banks on behalf of Group Companies   | Prajay Properties Private Limited             |                                       |           | 12130.00  | 12,130.00 |  |           |  |           |

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**29. Segment information**

The senior management of the Company monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Accordingly, the Company has identified following as its reportable segment for the purpose of Ind AS 108:

a) Real estate segment;

b) Hotels and resorts segment.

Real Estate segment (RE) is into development, sale, management and operation of all or any part of Town ships, housing projects, also includes leasing of self owned commercial premises.

Hotels and Resorts Segment (HR) is into upkeep and maintenance of Hotels, Restaurants and Resorts. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Also, the Company's financing (including finance costs and finance income) and income taxes are managed on a overall basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

The following table's present revenue and profit information for the Company's operating segments for the year ended March 31, 2020 and March 31, 2019 respectively.

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**30. Gratuity**

The Company has a defined benefit gratuity plan (funded). The Company's defined benefit gratuity plan is a final salary plan, which requires contributions to be made to a separately administered fund.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

**31. Earnings per share**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

| <b>Particulars</b>  | <b>31 March 2020</b> | <b>31 March 2019</b> |
|---|----------------------|----------------------|
| Profit/(Loss) after tax attributable to shareholders in INR Lakhs   | <b>(463.71)</b>      | <b>(1296.76)</b>     |
| Weighted average number of equity shares of INR 10 each outstanding during the period used in calculating basic and diluted EPS | <b>69,935,791</b>    | <b>69,935,791</b>    |
| Earnings per Share ( Basic & Diluted)   | (0.66 )              | (1.85)               |

**32.** As stated in Note 3.1(ii) for recognizing profit on projects, stage of completion is determined as a proportion that project costs incurred for the work performed bear to the estimated total costs. Further, as stated in that note expected loss on projects is recognized when it is probable that the total project costs will exceed the total project revenue. For this purpose total project costs are ascertained on the basis of project costs incurred and costs to completion of projects on progress, which is arrived at by the Management, based on current technical data, forecasts and estimate of net expenditure to be incurred in future including for contingencies etc., which being technical matters have been relied on by auditors. Further, in respect of certain properties where sale agreement has been entered with parties even though money has not been received as per stipulation in the contract, the Company has recognized revenue and debtors as management is confident that it shall be able to realize the sale proceeds.

**33.** As stated in Note.3.1(iii) the method used to recognize the contract revenue is percentage of completion method measured by survey of work performed. Further, as stated in the note, expected loss on contracts is recognized when it is probable that the total contract cost will exceed the total contract revenue. For this purpose total contract cost is ascertained on the basis of contract cost incurred and cost to completion of contract on progress, which is arrived at by the management, based on current technical data, forecasts and estimate of net expenditure to be incurred in future including for contingencies etc, which being technical matters have been relied on by auditors.

An amount of Rs.Nil (31.03.2019 Rs.424.96 lakhs) is recognized as contract revenue by the company during the current financial year. The cost incurred in respect of the above is Rs. Nil (31.03.2019 Rs.369.53 lakhs).

**34. Commitments and contingencies**

a. Leases

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Operating lease obligations: The Company has taken equipments and motor vehicles under Equipment /Auto Loan arrangements for which the legal ownership will be transferred to the company at the end of the Loan period as per the agreement. The Company has paid INR 27.28 lakhs (March 31, 2019 –INR 30.01 lakhs) during the year towards minimum lease payments.

Future minimum rentals payable under non-cancellable operating lease are as follows:

| Particulars                                 | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Within one year                             | 35.72         | 1.51          |
| After one year but not more than five years | 45.73         | nil           |
| More than five years                        | nil           | nil           |

b. Commitments

- i. The estimated amount of contracts, net of advances remaining to be executed on capital account is Nil (March 31, 2019 –Nil).

c. Contingent liabilities (to the extent not provided for)

| Particulars  | 2019-20        | 2018-19        |
|--|----------------|----------------|
|  | (Rs. in lakhs) | (Rs. in lakhs) |
| Guarantees given to banks (on behalf of Prajay Properties Pvt Ltd) | 12,130.00      | 12,130.00      |

The following disputed liabilities are under appeal :

|              |         |         |
|--------------|---------|---------|
| Service tax* | 1820.62 | 1820.62 |
| Income Tax   | 841.48  | 841.48  |
| Entry Tax    | 13.18   | Nil     |

\*The company has disputed the liability and replied to the show cause notice, that the short payment of service tax, if any, demanded by the Service Tax Authorities is not maintainable under law.

Further, as per Circular No.108/02/2009-ST, dated 29.01.2009 issued by CBEC, no service tax is payable on the Construction of Complex Service for the impugned period 2006-07 to 2010-11. During the impugned period, the company had deposited with the Service Tax Authorities, whatever service tax collected from the customers. The Company has filed appeal on 08.04.2013 with CESTAT, Bangalore against order dated 04.01.13 of Commissioner of Service Tax. CESTAT has pronounced stay against recovery during the pendency of appeal.

35. Based on the information available with the Company, there are one supplier who are registered as micro, small or medium enterprises under “The Micro, Small and Medium Enterprises Development Act, 2006” and as at March 31, 2020 the amount due to them by the company is Rs.1.32 lakhs (March 31, 2019 Rs.26.63 lakhs)

**36. Value of Import of CIF Basis**

| Particulars                                   | 2019-20        | 2018-19        |
|---|----------------|----------------|
|   | (Rs. in lakhs) | (Rs. in lakhs) |
| Construction related equipment and material – | Nil            | Nil            |

**37. Expenditure in Foreign Currency**

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars | 2019-20        | 2018-19        |
|-------------|----------------|----------------|
|             | (Rs. in lakhs) | (Rs. in lakhs) |
| Investments | Nil            | Nil            |
| Others      | Nil            | Nil            |

**38. Auditors' Remuneration**

| Particulars                                 | 2019-20        | 2018-19        |
|---|----------------|----------------|
|   | (Rs. in lakhs) | (Rs. in lakhs) |
| For services as Auditor                     | 11.20          | 11.20          |
| For Tax Audit                               | 1.50           | 1.50           |
| For other Matters                           | 0.06           | 0.94           |
| For reimbursement of out of pocket expenses | 0.12           | 0.16           |
| For service tax/GST                         | 1.50           | 1.50           |

**39. (a)** Trade Receivables (Note 12), unsecured considered good, includes Rs.18,263.06 lakhs (31-03-2019: Rs.19,566.17 lakhs), outstanding for more than six months. As a result of economic slowdown and recession in realty sector, the realizations from customers are slow. The company has provided Rs.1246.96 lakhs towards doubtful debts against Trade receivables, unsecured, considered doubtful.

(b) Non-current assets (Note 10) include advances given to Landlords/ developers towards certain projects amounting to Rs.5,888.47 lakhs (31-03-2019: Rs.6,331.14 lakhs) and Short Term Loans and Advances to suppliers, etc amounting to Rs.1,389.47 lakhs (31-03-2019: Rs.1,845.51 lakhs) are outstanding. An amount of Rs.700 lakhs is set aside towards provision for advances considered as doubtful.

**40.** Details as required under Schedule III - Part I of the Companies Act, 2013 relating to investment in partnership firm.

- (a) Name of the Partnership Firm - Prajay Binjusaria Estates  
(b) Total Capital of the said Firm is Rs.2055.50 lakhs (31-03-2019 : Rs.2055.50 lakhs)  
(c) Share of each partner in the Profit or Loss

| Sl. No. | Name of the Partners                  | Share (%) |
|---------|---------------------------------------|-----------|
| 1.      | Prajay Engineers Syndicate Limited    | 50        |
| 2.      | Binjusaria Developers Private Limited | 17        |
| 3.      | Mr. Arun Kumar Kedia                  | 17        |
| 4.      | Ms. Seema Kedia                       | 16        |

**41.** The Secured Loan (Inter Corporate Deposit) of Rs.3,200.00 Lakhs from Prajay Properties Private Limited is continuing as Interest free by virtue of the agreement Dated 6<sup>th</sup> October '2009.



## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Since some of the statutory approvals for Prajay Megapolis project are yet to be obtained, crystallization of loan repayment time schedule has not taken place as on 31.03.20.

A demand notice has been received by the company from M/s Prajay Properties Private Limited (an associate company) under the signature of Ms.Jamila Mohamed Hamed Al Jabri, Investor nominee director of M/s Prajay Properties Private Limited(PPPL), stating that in the year 2010, an amount of INR 120.60 crores siphoned from PPPL in the name of Inter Corporate Deposits. However, we would like to inform that a settlement agreement has been reached with the investors which has not implemented for want of legal opinion from the investor's solicitor. The above said notice is also connected to the same matter. The company is taking appropriate steps to address the matter.

#### **42. Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and land advances and refundable deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

##### *a) Market risk*

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/ real estate risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2020 and March 31, 2019. The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2020 and March 31, 2019.

##### *i. Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company does not enter into any interest rate swaps.

##### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

| <b>Particulars</b>    | <b>Increase/decrease in interest rate</b> | <b>Effect on profit before tax(INR Rs.Lakhs)</b> |
|-----------------------|---|--|
| <b>March 31, 2020</b> |   |  |

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

|                       |     |          |
|-----------------------|-----|----------|
| INR                   | +1% | (209.37) |
| INR                   | -1% | 209.37   |
|                       |     |          |
| <b>March 31, 2019</b> |     |          |
| INR                   | +1% | (221.68) |
| INR                   | -1% | 221.68   |

*b) Credit risk*

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

Trade receivables

- Receivables resulting from sale of properties: Customer credit risk is managed by requiring customers to pay advances before transfer of ownership, therefore, substantially eliminating the Company's credit risk in this respect.
- Receivables resulting from other than sale of properties: Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company's credit period generally ranges from 30-60 days.

Financial Instrument and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty.

Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2020 and 2019 is the carrying amounts.

*c) Liquidity risk*

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

|                           | <b>On demand</b> | <b>Less than 3 months</b> | <b>3 to 12 months</b> | <b>1 to 5 years</b> | <b>&gt;5 years</b> | <b>Total</b> |
|---------------------------|------------------|---------------------------|-----------------------|---------------------|--------------------|--------------|
| Year ended March 31, 2020 |                  |                           |                       |                     |                    |              |
| Borrowings                | 201.39           | 9.43                      | 2434.11               | 24820.38            | --                 | 27465.31     |

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

|                           |        |        |         |          |    |          |
|---------------------------|--------|--------|---------|----------|----|----------|
| Trade payables            | 60.00  | 632.47 | 2141.80 | 14376.36 | -- | 17210.63 |
|                           |        |        |         |          |    |          |
| Year ended March 31, 2019 |        |        |         |          |    |          |
| Borrowings                | 312.96 | 432.66 | 3173.47 | 24626.52 | -- | 28545.61 |
| Trade payables            | 94.95  | 998.66 | 2390.00 | 17274.59 | -- | 20758.20 |

**43. Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Board of Directors of the Company seek to maintain a balance between the higher returns that might be possible with higher level of borrowing and advantages by a sound capital position.

The Company monitors capital using a ratio of "Net debt to equity". The Company's net debt to equity ratio is as follows:

| Particulars              | 31 March 2020    | 31 March 2019    |
|--------------------------|------------------|------------------|
| Net debt (Rs.Lakhs)      | <b>27465.30</b>  | <b>28545.60</b>  |
| Total equity(Rs.Lakhs)   | <b>57,142.92</b> | <b>57,531.98</b> |
| Net debt to equity ratio | <b>0.48</b>      | <b>0.50</b>      |

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**44.** Mrs. D. Hymavathi Reddy, one of the shareholders of the company, has filed a company petition CP No.119/HDB/2018 before the National Company Law tribunal (NCLT), Hyderabad Bench against the company. The company petition CP No.119/HDB/2018 before the National Company Law tribunal (NCLT) has become infructuous as main petition is dismissed as withdrawn

**45. Prior year comparatives**

The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

As per our report of even date attached

For **Karumanchi & Associates**

Chartered Accountants

ICAI Firm Regn.No:001753S

Sd/-

K.Peddabai

Partner

Membership No:025036

UDIN No: 20025036AAAABY6087

Place: Hyderabad

Date: 31.07.2020

For and on behalf of the Board of Directors of Prajay Engineers Syndicate Limited.

Sd/-

D. Vijay Sen Reddy

Chairman and Managing Director

DIN: 00291185

Sd/-

P. Bhaskara Rao

Chief Financial Officer

M. No. CMA 9445

Sd/-

D. Rohit Reddy

Director

DIN: 07560450

Sd/-

T.Siva Kumar

Company Secretary

M.No.A37447

| 29 | Segment Reporting   |   |                                    |               |                 |   |                                    |               |                 |             |
|----|---|---|------------------------------------|---------------|-----------------|---|------------------------------------|---------------|-----------------|-------------|
|    |   |   |                                    |               |                 |   |                                    |               | Rs.Lacs         |             |
|    |   | 2019 - 20                                   |                                    |               |                 | 2018 - 19                                   |                                    |               |                 |             |
|    | Business Segment  | Construction&<br>Development of<br>Property | Hospitality<br>Hotels &<br>Resorts | Unallocated   | Total           | Construction&<br>Development of<br>Property | Hospitality<br>Hotels &<br>Resorts | Unallocated   | Total           |             |
|    |   | Segment Revenue                             |                                    |               |                 |   |                                    |               |                 |             |
|    |   | External                                    | 3,805.79                           | 1,125.24      | 336.33          | 5,267.36                                    | 3,607.86                           | 1,070.71      | 483.30          | 5,161.87    |
|    | <b>Total Revenue</b>  | <b>3,805.79</b>                             | <b>1,125.24</b>                    | <b>336.33</b> | <b>5,267.36</b> | <b>3,607.86</b>                             | <b>1,070.71</b>                    | <b>483.30</b> | <b>5,161.87</b> |             |
|    | Segment Result  | (162.21)                                    | 9.41                               |               | (152.80)        | (261.72)                                    | 17.65                              |               | (244.07)        |             |
|    | Unallocated Corporate expenses<br>net of unallocated income   |   |                                    |               | (288.37)        |   |                                    |               | (391.66)        |             |
|    | Operating Profit  |   |                                    |               | 135.57          |   |                                    |               | 147.59          |             |
|    | Interest Expense  |   |                                    |               | 511.53          |   |                                    |               | 1,541.07        |             |
|    | Prior Period Adjustments  |   |                                    |               | -               |   |                                    |               | -               |             |
|    | Interest Income   |   |                                    |               | 2.88            |   |                                    |               | 5.49            |             |
|    | Dividend Income   |   |                                    |               | -               |   |                                    |               | -               |             |
|    | Profit before Taxation  |   |                                    |               | (373.08)        |   |                                    |               | (1,387.99)      |             |
|    | Income Tax  |   |                                    |               | -               |   |                                    |               | -               |             |
|    | Prior period Tax  |   |                                    |               | -               |   |                                    |               | -               |             |
|    | Deferred Tax  |   |                                    |               | 90.05           |   |                                    |               | (91.46)         |             |
|    | Net Profit  |   |                                    |               | (463.13)        |   |                                    |               | (1,296.53)      |             |
|    | Other Comprehensive Income<br>net of Tax  |   |                                    |               | (0.58)          |   |                                    |               | (0.23)          |             |
|    | Total Comprehensive Income  |   |                                    |               | (463.71)        |   |                                    |               | (1,296.76)      |             |
|    |   |   |                                    |               |                 |   |                                    |               |                 |             |
|    | Other Information   | Construction&<br>Development of<br>Property | Hospitality<br>Hotels &<br>Resorts | Unallocated   | Total           | Construction&<br>Development of<br>Property | Hospitality<br>Hotels &<br>Resorts | Unallocated   | Total           |             |
|    |   | Segment Assets                              | 69,525.82                          | 27,336.42     | 13,600.40       | 1,10,462.63                                 | 74,436.96                          | 27,094.64     | 13,906.96       | 1,15,438.56 |
|    |   | Total Assets                                | 69,525.82                          | 27,336.42     | 13,600.40       | 1,10,462.63                                 | 74,436.96                          | 27,094.64     | 13,906.96       | 1,15,438.56 |
|    | Segment Liabilities   | 44,612.74                                   | 577.56                             | 1,485.08      | 46,675.38       | 49,445.42                                   | 418.33                             | 1,395.03      | 51,258.78       |             |
|    | Total Liabilities   | 44,612.74                                   | 577.56                             | 1,485.08      | 46,675.38       | 49,445.42                                   | 418.33                             | 1,395.03      | 51,258.78       |             |
|    | Capital Expenditure   | 120.59                                      | 0.73                               | -             | 121.32          | 39.78                                       | 7.39                               | -             | 47.17           |             |
|    | Depreciation  | 361.55                                      | 45.90                              |               | 407.44          | 372.08                                      | 46.32                              |               | 418.39          |             |
|    | Non Cash expense other than<br>depreciation   | -   |                                    |               | -               | -   |                                    |               | -               |             |
|    | Notes:  |   |                                    |               |                 |   |                                    |               |                 |             |
|    | 1 Segments have been identified in accordance with Ind AS 108 on Segment Reporting , concerning the returns/risk profiles of the business |   |                                    |               |                 |   |                                    |               |                 |             |
|    | The company has identified business segments as mentioned below as primary segments for disclosure.                                       |   |                                    |               |                 |   |                                    |               |                 |             |
|    | (a) Construction and Development of Property.   |   |                                    |               |                 |   |                                    |               |                 |             |
|    | (b) Hospitality - Hotels & Resorts.   |   |                                    |               |                 |   |                                    |               |                 |             |
|    | 2 As the operations of the company are only in India, there is no reportable geographical segment   |   |                                    |               |                 |   |                                    |               |                 |             |
|    | 3 Unallocated corporate expenditure includes common service expenses.   |   |                                    |               |                 |   |                                    |               |                 |             |

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**30. Gratuity**

The Company has a defined benefit gratuity plan (funded). The Company's defined benefit gratuity plan is a final salary plan, which requires contributions to be made to a separately administered fund.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

**31. Earnings per share**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity Shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

| <b>Particulars</b>  | <b>31 March 2020</b> | <b>31 March 2019</b> |
|---|----------------------|----------------------|
| Profit/(Loss) after tax attributable to shareholders in INR Lakhs   | <b>(463.71)</b>      | <b>(1296.76)</b>     |
| Weighted average number of equity shares of INR 10 each outstanding during the period used in calculating basic and diluted EPS | <b>69,935,791</b>    | <b>69,935,791</b>    |
| Earnings per Share ( Basic & Diluted)   | (0.66 )              | (1.85)               |

**32.** As stated in Note 3.1(ii) for recognizing profit on projects, stage of completion is determined as a proportion that project costs incurred for the work performed bear to the estimated total costs. Further, as stated in that note expected loss on projects is recognized when it is probable that the total project costs will exceed the total project revenue. For this purpose total project costs are ascertained on the basis of project costs incurred and costs to completion of projects on progress, which is arrived at by the Management, based on current technical data, forecasts and estimate of net expenditure to be incurred in future including for contingencies etc., which being technical matters have been relied on by auditors. Further, in respect of certain properties where sale agreement has been entered with parties even though money has not been received as per stipulation in the contract, the Company has recognized revenue and debtors as management is confident that it shall be able to realize the sale proceeds.

**33.** As stated in Note.3.1(iii) the method used to recognize the contract revenue is percentage of completion method measured by survey of work performed. Further, as stated in the note, expected loss on contracts is recognized when it is probable that the total contract cost will exceed the total contract revenue. For this purpose total contract cost is ascertained on the basis of contract cost incurred and cost to completion of contract on progress, which is arrived at by the management, based on current technical data, forecasts and estimate of net expenditure to be incurred in future including for contingencies etc, which being technical matters have been relied on by auditors.

An amount of Rs.Nil (31.03.2019 Rs.424.96 lakhs) is recognized as contract revenue by the company during the current financial year. The cost incurred in respect of the above is Rs. Nil (31.03.2019 Rs.369.53 lakhs).

**34. Commitments and contingencies**

a. Leases

Operating lease obligations: The Company has taken equipments and motor vehicles under Equipment /Auto Loan arrangements for which the legal ownership will be transferred to the company at the end of the Loan period as per the agreement. The Company has paid INR 27.28 lakhs (March 31, 2019 –INR 30.01 lakhs) during the year towards minimum lease payments.

Future minimum rentals payable under non-cancellable operating lease are as follows:

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars                                 | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Within one year                             | 35.72         | 1.51          |
| After one year but not more than five years | 45.73         | nil           |
| More than five years                        | nil           | nil           |

b. Commitments

- i. The estimated amount of contracts, net of advances remaining to be executed on capital account is Nil (March 31, 2019 –Nil).

c. Contingent liabilities (to the extent not provided for)

| Particulars  | 2019-20        | 2018-19        |
|--|----------------|----------------|
|  | (Rs. in lakhs) | (Rs. in lakhs) |
| Guarantees given to banks (on behalf of Prajay Properties Pvt Ltd) | 12,130.00      | 12,130.00      |
| The following disputed liabilities are under appeal :              |                |                |
| Service tax*   | 1820.62        | 1820.62        |
| Income Tax   | 841.48         | 841.48         |
| Entry Tax  | 13.18          | Nil            |

\*The company has disputed the liability and replied to the show cause notice, that the short payment of service tax, if any, demanded by the Service Tax Authorities is not maintainable under law.

Further, as per Circular No.108/02/2009-ST, dated 29.01.2009 issued by CBEC, no service tax is payable on the Construction of Complex Service for the impugned period 2006-07 to 2010-11. During the impugned period, the company had deposited with the Service Tax Authorities, whatever service tax collected from the customers. The Company has filed appeal on 08.04.2013 with CESTAT, Bangalore against order dated 04.01.13 of Commissioner of Service Tax. CESTAT has pronounced stay against recovery during the pendency of appeal.

**35.**Based on the information available with the Company, there are one supplier who are registered as micro, small or medium enterprises under “The Micro, Small and Medium Enterprises Development Act, 2006” and as at March 31, 2020 the amount due to them by the company is Rs.1.32 lakhs (March 31, 2019 Rs.26.63 lakhs)

**36. Value of Import of CIF Basis**

| Particulars                                   | 2019-20        | 2018-19        |
|---|----------------|----------------|
|   | (Rs. in lakhs) | (Rs. in lakhs) |
| Construction related equipment and material – | Nil            | Nil            |

**Prajay Engineers Syndicate Limited****Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

**37. Expenditure in Foreign Currency**

| Particulars | 2019-20        | 2018-19        |
|-------------|----------------|----------------|
|             | (Rs. in lakhs) | (Rs. in lakhs) |
| Investments | Nil            | Nil            |
| Others      | Nil            | Nil            |

**38. Auditors' Remuneration**

| Particulars                                 | 2019-20        | 2018-19        |
|---|----------------|----------------|
|   | (Rs. in lakhs) | (Rs. in lakhs) |
| For services as Auditor                     | 11.20          | 11.20          |
| For Tax Audit                               | 1.50           | 1.50           |
| For other Matters                           | 0.06           | 0.94           |
| For reimbursement of out of pocket expenses | 0.12           | 0.16           |
| For service tax/GST                         | 1.50           | 1.50           |

39. (a) Trade Receivables (Note 12), unsecured considered good, includes Rs.18,263.06 lakhs (31-03-2019: Rs.19,566.17 lakhs), outstanding for more than six months. As a result of economic slowdown and recession in realty sector, the realizations from customers are slow. The company has provided Rs.1246.96 lakhs towards doubtful debts against Trade receivables, unsecured, considered doubtful.

(b) Non-current assets (Note 10) include advances given to Landlords/ developers towards certain projects amounting to Rs.5,888.47 lakhs (31-03-2019: Rs.6,331.14 lakhs) and Short Term Loans and Advances to suppliers, etc amounting to Rs.1,389.47 lakhs (31-03-2019: Rs.1,845.51 lakhs) are outstanding. An amount of Rs.700 lakhs is set aside towards provision for advances considered as doubtful.

40. Details as required under Schedule III - Part I of the Companies Act, 2013 relating to investment in partnership firm.

- (a) Name of the Partnership Firm - Prajay Binjusaria Estates
- (b) Total Capital of the said Firm is Rs.2055.50 lakhs (31-03-2019 : Rs.2055.50 lakhs)
- (c) Share of each partner in the Profit or Loss

| Sl. No. | Name of the Partners                  | Share (%) |
|---------|---------------------------------------|-----------|
| 1.      | Prajay Engineers Syndicate Limited    | 50        |
| 2.      | Binjusaria Developers Private Limited | 17        |
| 3.      | Mr. Arun Kumar Kedia                  | 17        |
| 4.      | Ms. Seema Kedia                       | 16        |

41. The Secured Loan (Inter Corporate Deposit) of Rs.3,200.00 Lakhs from Prajay Properties Private Limited is continuing as Interest free by virtue of the agreement Dated 6<sup>th</sup> October '2009.



## **Prajay Engineers Syndicate Limited**

### **Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Since some of the statutory approvals for Prajay Megapolis project are yet to be obtained, crystallization of loan repayment time schedule has not taken place as on 31.03.20.

A demand notice has been received by the company from M/s Prajay Properties Private Limited (an associate company) under the signature of Ms. Jamila Mohamed Hamed Al Jabri, Investor nominee director of M/s Prajay Properties Private Limited (PPPL), stating that in the year 2010, an amount of INR 120.60 crores siphoned from PPPL in the name of Inter Corporate Deposits. However, we would like to inform that a settlement agreement has been reached with the investors which has not implemented for want of legal opinion from the investor's solicitor. The above said notice is also connected to the same matter. The company is taking appropriate steps to address the matter.

#### **42. Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and land advances and refundable deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

##### *a) Market risk*

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/ real estate risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2020 and March 31, 2019. The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2020 and March 31, 2019.

##### *i. Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company does not enter into any interest rate swaps.

##### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars           | Increase/decrease<br>in interest rate | Effect on profit<br>before tax(INR<br>Rs.Lakhs) |
|-----------------------|---------------------------------------|---|
| <b>March 31, 2020</b> |                                       |   |
| INR                   | +1%                                   | (209.37)  |
| INR                   | -1%                                   | 209.37  |
|                       |                                       |   |
| <b>March 31, 2019</b> |                                       |   |
| INR                   | +1%                                   | (221.68)  |
| INR                   | -1%                                   | 221.68  |

*b) Credit risk*

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

Trade receivables

- Receivables resulting from sale of properties: Customer credit risk is managed by requiring customers to pay advances before transfer of ownership, therefore, substantially eliminating the Company's credit risk in this respect.
- Receivables resulting from other than sale of properties: Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company's credit period generally ranges from 30-60 days.

Financial Instrument and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty.

Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2020 and 2019 is the carrying amounts.

*c) Liquidity risk*

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

**Prajay Engineers Syndicate Limited**  
**Notes forming part of the Standalone Financial Statements**

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

|                           | On demand | Less than 3 months | 3 to 12 months | 1 to 5 years | >5 years | Total    |
|---------------------------|-----------|--------------------|----------------|--------------|----------|----------|
| Year ended March 31, 2020 |           |                    |                |              |          |          |
| Borrowings                | 201.39    | 9.43               | 2434.11        | 24820.38     | --       | 27465.31 |
| Trade payables            | 60.00     | 632.47             | 2141.80        | 14376.36     | --       | 17210.63 |
|                           |           |                    |                |              |          |          |
| Year ended March 31, 2019 |           |                    |                |              |          |          |
| Borrowings                | 312.96    | 432.66             | 3173.47        | 24626.52     | --       | 28545.61 |
| Trade payables            | 94.95     | 998.66             | 2390.00        | 17274.59     | --       | 20758.20 |

**43. Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Board of Directors of the Company seek to maintain a balance between the higher returns that might be possible with higher level of borrowing and advantages by a sound capital position.

The Company monitors capital using a ratio of "Net debt to equity". The Company's net debt to equity ratio is as follows:

| Particulars              | 31 March 2020 | 31 March 2019 |
|--------------------------|---------------|---------------|
| Net debt (Rs.Lakhs)      | 27465.30      | 28545.60      |
| Total equity(Rs.Lakhs)   | 57,142.92     | 57,531.98     |
| Net debt to equity ratio | 0.48          | 0.50          |

**44.** Mrs. D. Hymavathi Reddy, one of the shareholders of the company, has filed a company petition CP No.119/HDB/2018 before the National Company Law tribunal (NCLT), Hyderabad Bench against the company. The company petition CP No.119/HDB/2018 before the National Company Law tribunal (NCLT) has become infructuous as main petition is dismissed as withdrawn

**45. Prior year comparatives**

The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

As per our report of even date attached

For **Karumanchi & Associates**

Chartered Accountants

ICAI Firm Regn.No:001753S

Sd/-

K.Peddabai

Partner

Membership No:025036

UDIN No: 20025036AAAABY6087

Place: Hyderabad

Date: 31.07.2020

For and on behalf of the Board of Directors of Prajay Engineers Syndicate Limited.

Sd/-

D. Vijay Sen Reddy

Chairman and Managing Director

DIN: 00291185

Sd/-

P. Bhaskara Rao

Chief Financial Officer

M. No. CMA 9445

Sd/-

D. Rohit Reddy

Director

DIN: 07560450

Sd/-

T.Siva Kumar

Company Secretary

M.No.A37447