

P R HOLDINGS LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS		
Mr. Raman Mittal	DIN: 06877244	Independent Director
Ms. Meena Aggarwal	DIN: 07153996	Independent Director
Mrs. Richa Gupta	DIN: 07223813	Whole Time Director & CFO
CS Mohit Sachdeva	ACS 46298	Company Secretary & Compliance Officer

STATUTORY AUDITORS	
M/s K. BHANSALI & CO. Chartered Accountants, FRN – 322434E Mr. Kamal Singh Bhansali, Proprietor Membership No.: 011716 Address : 26/4, Armenian Street, Kolkata West Bengal – 700 001 Tel No. : 033-22183239 Mobile : 09748911155 Email Id : ksbhansali@gmail.com	CIN : L27310DL1983PLC314402 Date of incorporation : 14.01.1983 Date of commencement : 21.01.1983 PAN : AAACP6895R ISIN : INE160T01014 GST : 07AAACP6895R1ZF LISTING : 1. Metropolitan Stock Exchange of India - MSEI 2. Calcutta Stock Exchange Ltd. - CSE 3. Delhi Stock Exchange Ltd* - DSE (*DSE stands de-recognized)

SECRETARIAL AUDITORS	INTERNAL AUDITORS
B. BHUSHAN & CO. Company Secretaries, COP No. : 14469 Mr. Bharat Bhushan, Proprietor Membership No.: A31951 Address: 1195, Gali Babu Ram, Sita Ram Bazar, Delhi- 110006 Tel : 9650555376, 9311531800 Email Id: b.bhushanandcompany@gmail.com	MITTAL JINDAL & ASSOCIATES Chartered Accountants, FRN – 001467N Mr. Satish Kumar Gupta, Proprietor Membership No.: 080984 Address: 7 / 18, Ansari Road, Daryaganj, New Delhi - 110002 Tel : 23275297, 43560900 Email Id: hmkd90@gmail.com

BANKERS	REGISTRAR
1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar New Delhi – 110060	Alankit Assignments Limited R.O: 4E/2, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 4254-1960

Regd. Office : R – 489, GF – C, New Rajinder Nagar, New Delhi – 110060

CONTACTS DETAILS

Tel : 09911223638	Email : prholding1983@gmail.com Website : www.prholding.in
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IMPORTANT COMMUNICATION TO THE MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by E-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their E-mail addresses, so far, are requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.

NOTICE OF ANNUAL GENERAL MEETING

To
The Members
P R Holdings Limited
CIN : L27310DL1983PLC314402
R – 489, GF – C, New Rajinder Nagar
New Delhi-110060

NOTICE IS HEREBY GIVEN THAT 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON THURSDAY, 24.09.2020 AT 10:00 A.M. through **VIDEO CONFERENCING** ('VC') / **OTHER AUDIO VISUAL MEANS** ('OAVM'), however, THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT - 'R-489, GF-C, NEW RAJINDER NAGAR NEW DELHI – 110060'

TO CONSIDER AND TRANSACT THE BUSINESS (ES) MENTIONED BELOW:-

ORDINARY BUSINESS:

ITEM NO. – 1:

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020 and the Statement of Profit and Loss Account & Cash Flow Statements for the year ended on that date along with the Reports of Auditors and Directors thereon.

ITEM NO. - 2:

To re-appoint Mrs. Richa Gupta (DIN: 07223813) as Director who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

ITEM NO. – 3

To re-appoint M/s K. BHANSALI & CO., Chartered Accountants, FRN 322434E as Statutory Auditors of the Company and fix their remuneration and to consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, M/s K. BHANSALI & CO., Chartered Accountants, FRN 322434E, who have confirmed their eligibility & given their consent, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”

RESOLVED THAT the Board of Directors of the Company (including its Audit Committee) be and hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS – SPECIAL RESOLUTION(S) :-

ITEM NO. – 4:

TO CONFIRM RE-APPOINTMENT OF MRS. RICHA GUPTA, AS WTD & CFO.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 196, 197 read with Schedule V and provisions of Articles of Association of the Company and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) Mrs. Richa Gupta (DIN: 07223813) who was appointed by the Board at the meeting held on 30.06.2015 subject to the approval of Members (AGM held on 26.09.2015) as Whole Time Director & Chief Financial Officer of the company, and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received by the Company from a member signifying his intention to propose her as a candidate for the office of director, be and is hereby re-appointed as whole time director and chief financial officer of the company, on the terms /remunerations/conditions as agreed with the board of directors and as set out in the explanatory statement with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and WTD & CFO, for a period of next 5 (Five) consecutive years from

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37th AGM (24.09.2020) upto 42nd AGM and accordingly the said appointment is hereby confirmed / ratified in this General Meeting,

RESOLVED FURTHER THAT the Board of Directors and/or the company secretary of the Company, be and are hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution”

ITEM NO. – 5:

TO CONFIRM RE-APPOINTMENT OF MS. MEENA AGGARWAL, AS INDEPENDENT DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) Ms. Meena Aggarwal (DIN: 07153996), who was appointed by the Board at the meeting held on 30.06.2015 (AGM held on 26.09.2015) as an independent director, subject to the approval of Members and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing Ms. Meena Aggarwal’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of next 5(five) consecutive years commencing from 37th AGM (24.09.2020) upto 42nd AGM and accordingly the said appointment is hereby confirmed / ratified in General Meeting.

RESOLVED FURTHER THAT the Board of Directors and/or the company secretary of the Company be and are hereby authorised to take such steps as may be necessary or desirable to give effect to the aforesaid resolution”

ITEM NO. – 6:

TO CONFIRM RE-APPOINTMENT OF MR. RAMAN MITTAL, AS INDEPENDENT DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) Mr. Raman Mittal (DIN: 06877244), who was appointed by the Board at the meeting held on 30.06.2015 (AGM held on 26.09.2015) as an independent director, subject to the approval of Members. The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing Mr. Raman Mittal’s candidature for the office of independent director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of next 5 (five) consecutive years commencing from 37th AGM (24.09.2020) upto 42nd AGM and accordingly the said appointment is hereby confirmed / ratified in General Meeting,

RESOLVED FURTHER THAT the Board of Directors and/or the company secretary of the Company, be and are hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution”

**By Order of Board of Directors
For P R Holdings Limited**

Place: New Delhi
Date: 10.08.2020

Richa Gupta
W.T.D. & C.F.O.
DIN: 07223813

EXPLANATORY STATEMENT

[Pursuant to section 102 of the Companies Act, 2013 relating to the Special Business(es) to be transacted at the Annual General Meeting (AGM)]

ITEM NO. – 4:

TO CONFIRM RE-APPOINTMENT OF MRS. RICHA GUPTA AS WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER

Mrs. Richa Gupta (DIN: 07223813) was appointed as Whole Time Director & Chief Financial Officer of the Company w.e.f. 30.06.2015 (AGM held on 26.09.2015) in accordance with the Provisions of Section 196, 197 & Schedule V of the Companies Act, 2013 subject to the Confirmation by Members at Annual General Meeting. In this regard the company has received a request in writing from a member of the company proposing Mrs. Richa Gupta (DIN: 07223813) as a candidate for re-appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions, if any, of the Companies Act, 2013. Having regard to the dynamic Business situation and the expansion programs it is thought fit and proper to appoint her as a Whole Time Director & Chief Financial Officer who shall be responsible for taking care of the activities of the Business of the Company.

None of the Directors and KMP is interested, except Mrs. Richa Gupta (DIN: 07223813), in the said resolution.

The Board recommends resolution under Item No. 4 to be passed as a Special Resolution.

Brief Resume of Appointee Director

Mrs. Richa Gupta (DIN: 07223813) holds Bachelor Degree in Commerce from University of Agra and she has over 10+ years of experience in the fields of Administration, Jewellery Business, etc. Mrs. Richa Gupta does not hold any shares in this Company. At present she holds the Directorship in the following Companies:-

S. No.	Name of the Company	Category of Directorship
1.	NIL	Director

Terms of appointment

Appointment of Mrs. Richa Gupta as the Whole Time Director & Chief Financial Officer shall be subject to the terms and conditions of the Agreement entered into with her by the Company, and the aforesaid Agreement is available for inspection of the members at the Registered office of the Company from 11:00 AM to 5:00 PM on all working days except Saturday. Extracts of the Agreement has been reproduced hereunder for your kind consideration.

Terms & Termination

Re-Appointment of Mrs. Richa Gupta as the Whole Time Director & Chief Financial Officer shall be effective for a period of Five years from the date of 37th AGM and shall be subject to the approval of shareholders in the general meeting. Agreement may be terminated earlier by either party after giving three months notice.

Duties & Powers

Mrs. Richa Gupta shall devote her time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and as separately communicated to her. subject to the supervision and control of the Board, she be entrusted with powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated concerns/ companies and / or subsidiaries, including performing duties as assigned to by the Board from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee(s) and shall not exceed the powers so delegated by the Board.

Mrs. Richa Gupta undertakes to employ the best of her skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

Remuneration

So long as Mrs. Richa Gupta performs her duties and confirms to the terms and conditions contained in this Agreement and, she shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force.

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- A. SALARY:** Rs. 20,000/- per month with an annual increment as may be decided by the Board and will be merit-based and take into account the Company's performance as well.
- B. Benefits, Perquisites, Allowances:** In addition to the basic salary, she shall be entitled to following benefits and perquisites:
- Telecommunication facilities including broadband, internet and mobile.
 - Vehicle with Driver and Actual Running & Maintenance expenses.
 - Hospitalization and major medical expenses.
 - Leave in accordance with the Rules of the Company.
 - Reimbursement of actual out of pocket expenses.

Variation

The terms and conditions of the appointment of the Whole Time Director & Chief Financial Officer and / or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Executive Director, subject to such consents/ approvals as may be required.

Confidentiality

Mrs. Richa Gupta is aware that in the course of her employment she will have access to and be entrusted with information in respect of the business and finances of the Company including IP, processes and product specifications, etc. and relating to its dealings, transactions and affairs and likewise in relation customers or clients all of which information is or may be of a confidential nature.

Mrs. Richa Gupta shall not except in the proper course of performance of her duties during or at any time after the period of her employment or as may be required by law divulge/ disclose to any person whatever or otherwise make use of and shall use her best endeavors to prevent the publication or disclosure of any confidential information of the Company or any of its suppliers, agents, distributors or customers, etc.

All notes, memoranda, documents and confidential information concerning the business of the Company or any of its suppliers, agents, distributors or customers which shall be acquired, received or made by Mrs. Richa Gupta during the course of her employment shall be the property of the Company and shall be surrendered by her to the Company upon the termination of her employment or at the request of the Board at any time during the course of her employment.

Non - Competition

Mrs. Richa Gupta covenants with the Company that she will not, without the prior consent of the Board, carry on or be engaged, directly or indirectly, either on her own behalf or on behalf of any person, manager, agent, consultant or employee of any person or firm, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company.

Code of Conduct of the Company

The provisions of the Code of Conduct of the Company shall be deemed to have been incorporated into the Agreement by reference. Ms. The provisions of the Code of Conduct of the Company shall be deemed to have been incorporated into the Agreement by reference. Mrs. Richa Gupta shall during her term, abide by the provisions of the Code of Conduct in spirit and in letter and commit to assure its implementation.

Summary termination of employment

Employment of Mrs. Richa Gupta may be terminated by Company without notice:

- if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company; or
- in the event of any serious or repeated or continuing breach or non-observance by her of any of the stipulations contained in the Agreement;
- in the event the Board expresses its loss of confidence in her.

Resignation from Directorship

Upon the termination by whatever means of her employment:

Mrs. Richa Gupta shall immediately tender her resignation from office as a Whole Time Director & Chief Financial Officer of the Company without claim for compensation for loss of office and in the event of her failure to do so the Company is hereby irrevocably authorised to appoint some person in her place and on her behalf to sign and deliver such resignation to the Company.

Mrs. Richa Gupta shall not, without the consent of the Company at any time thereafter, represent herself as connected with the Company or any of the subsidiaries and associated companies.

Agreement co-terminus with directorship

As and when this Agreement expires or is terminated for any reason whatsoever, Mrs. Richa Gupta shall cease to be Whole Time Director & Chief Financial Officer. If at any time, she ceases to be a Director of the Company for any reason whatsoever, she shall cease to be the Whole Time Director & Chief Financial Officer and this Agreement shall forthwith stand terminated.

Notices

Notices may be given by either Party by letter addressed to the other Party at, in the case of the Company, at its registered office for the time being and in the case of the Whole Time Director & Chief Financial Officer at his last known address and any notice given by letter shall be deemed to have been given at the time at which the letter would be delivered in the ordinary course of post or if delivered by hand upon delivery and in proving service by post it shall be sufficient to prove that the Notice was properly addressed and posted.

Information as required by Schedule V of Companies Act, 2013 is reproduced below:

I. General Information

1. Nature of Industry	Consultancy, Construction, Real Estate, Builders, Developers, Agency, Trading, Commission, Distribution, etc.		
2. Date or expected date of commencement of production	It is a trading & agency concern, etc., which has already commenced its business		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4. Financial Performance	Particulars	31.03.2020 (in Rs.)	31.03.2019 (in Rs.)
	Income from Operations	12,13,381	3,00,000
	Total Expenditure	25,22,509	12,86,230
	PBT	(176,858)	93,172
	PAT	(176,858)	68,172
Rate of Dividend Declared	-	-	
5. Foreign investments or collaborations	N.A.		

II. Information about the appointee

1. Background details	Mrs. Richa Gupta holds Bachelors Degree in Commerce from University of Agra and she has over 10+ years of experience in the fields of Administration, Jewellery Business, etc.
2. Past remuneration	Not Applicable
3. Recognition or awards	NIL
4. Job profile and her suitability	Subject to the supervision and control of the Board, Mrs. Richa Gupta be entrusted with powers of management which are in connection with and in the best interests of the business

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5. Remuneration proposed	As mentioned in the Notice, the remuneration payable has been approved by the Board of Directors. The proposed remuneration is Rs. 20,000/- per month.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	Commensurate with the size and the operations of the Company the profile of the appointee, the responsibilities shouldered on her and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company or with the managerial personnel

III. Other Information

1. Reasons for inadequate profits	Inadequacy of year-wise profits is due to cut throat competition, increasing costs, high regulatory frameworks, higher inflation, compliances are high, lower profit margin, market slowdown, price correction, consumer sentiments, covid pandemic, riots, terrorism, etc.
2. Steps taken or proposed to be taken for improvement	The Company is trying to diversify / increase its operations.
3. Expected increase in productivity and profits in measurable terms	There are signs of revival in economic activity which should lead to improvement prospects during the coming years.

Disclosure of Interest of Board Members

None of the Directors except Mrs. Richa Gupta is interested in the proposed resolution.

Mrs. Richa Gupta (DIN: 07223813) shall be deemed to be interested in the resolution to the extent of her appointment as the Whole Time Director & Chief Financial Officer.

The resolution stated in the item No. 4 is placed for kind consideration and approval of members of the Company. Board recommends the appointment of Mrs. Richa Gupta (DIN: 07223813) as Whole Time Director & CFO of the Company.

The Board recommends resolution under Item No. 4 to be passed as a Special Resolution.

ITEM NO. – 5:

TO CONFIRM RE-APPOINTMENT OF MS. MEENAAGGARWAL AS INDEPENDENT DIRECTOR

Ms. Meena Aggarwal (DIN: 07153996) was appointed as Independent Director of the Company w.e.f. 30.06.2015 (AGM held on 26.09.2015) in accordance with the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and now be considered as a candidate for second term of next 5(five) consecutive years subject to the Confirmation by Members at this 37th Annual General Meeting.

In this regard the Company has received a request in writing from a member of the company proposing Ms. Meena Aggarwal (DIN: 07153996) as a candidate for re-appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions, if any, of the Companies Act, 2013. The resolution stated in the item No. 5 is placed for kind consideration and approval of Members of the Company. Board recommends the re-appointment of Ms. Meena Aggarwal (DIN: 07153996) as the Non Executive Independent Director of the Company subject to the ratification/ approval by the members in this AGM of the company.

Extracts of the terms and conditions of re-appointment of Ms. Meena Aggarwal (DIN: 07153996) shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief Resume of Appointee Director

Ms. Meena Aggarwal (DIN: 07153996) holds Bachelor Degree from University of Punjab and he has over 20+ years of experience in the fields of Teaching, administration, etc.,

At present he holds the Directorship in the following Companies:

S.No.	Name of the Company	Category of Directorship
1.	Buckingham Industries Limited	WTD & CFO

Ms. Meena Aggarwal (DIN: 07153996) does not hold any shares in this Company.

Disclosure of Interest of Board Members

None of the Directors except Ms. Meena Aggarwal (DIN: 07153996) is interested in the proposed resolution.

Ms. Meena Aggarwal (DIN: 07153996) shall be deemed to be interested in the resolution to the extent of his re-appointment as the Non Executive Independent Director.

The resolution stated in the item No. 5 is placed for kind consideration and approval of Members of the Company. Board recommends the re-appointment of Ms. Meena Aggarwal (DIN: 07153996) as the Non Executive Independent Director of the Company.

The Board recommends resolution under Item No. 5 to be passed as a Special Resolution.

ITEM NO. – 6:

TO CONFIRM RE-APPOINTMENT OF MR. RAMAN MITTAL AS INDEPENDENT DIRECTOR

Mr. Raman Mittal (DIN: 06877244) was appointed as Independent Director of the Company w.e.f. 30.06.2015 (AGM held on 26.09.2015) in accordance with the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and now be considered as a candidate for second term of next 5(five) consecutive years subject to the Confirmation by Members at this 37th Annual General Meeting.

In this regard the Company has received a request in writing from a member of the company proposing Mr. Raman Mittal (DIN: 06877244) as a candidate for re-appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions, if any, of the Companies Act, 2013. The resolution stated in the item No. 6 is placed for kind consideration and approval of Members of the Company. Board recommends the re-appointment of Mr. Raman Mittal (DIN: 06877244) as the Non Executive Independent Director of the Company subject to the ratification/ approval by the members in this AGM of the company.

Extracts of the terms and conditions of re-appointment of Mr. Raman Mittal (DIN: 06877244) shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief Resume of Appointee Director

Mr. Raman Mittal holds M.B.A. Degree and he has over 15 years of experience in the fields of finance, accounting, real estate, branded retail multi-stores, etc.

At present he holds the Directorship in the following Companies:

S.No.	Name of the Company	Category of Directorship
1.	Swagtam Trading & Services Ltd.	Independent Director

Mr. Raman Mittal does not hold any shares in this Company.

Disclosure of Interest of Board Members

None of the Directors except Mr. Raman Mittal (DIN: 06877244) is interested in the proposed resolution.

Mr. Raman Mittal (DIN: 06877244) shall be deemed to be interested in the resolution to the extent of his re-appointment as the Non Executive Independent Director.

The resolution stated in the item No. 6 is placed for kind consideration and approval of Members of the Company. Board recommends the re-appointment of Mr. Raman Mittal (DIN: 06877244) as the Non Executive Independent Director of the Company.

The Board recommends resolution under Item No. 6 to be passed as a Special Resolution.

➤ **IMPORTANT NOTES:**

[A]. General instructions for accessing and participating in the 37th AGM

through VC/OAVM Facility and voting through electronic means including remote e-Voting

- a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 37th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 37th AGM shall be the Registered Office of the Company.
- b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of Proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 37th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 37th AGM through **VC/OAVM Facility**.
- c. In line with the MCA Circulars and SEBI Circular, the Notice of the 37th AGM will be available on the Website of the Company at www.buckingham.in, on the website of MSEI Limited at www.msei.in and also on the website of NSDL at www.evoting.nsdl.com.
- d. Since the AGM will be held through **VC/OAVM Facility**, the Route Map is not annexed in this Notice.
- e. National Securities Depositories Limited (“NSDL”) will be providing facility for e-voting through EVEN [**113361**] from **9.00 a.m. September 21, 2020 to 5.00 p.m. September 23, 2020**.
- f. **www.Bookawebinar.com (OA/OAVM Facility) Provider shall provide the Log-In particulars including website url/ links to all the shareholders as on cut-off date for participation in the 37th AGM through VC/OAVM Facility and Voting during the 37th AGM.**

For any query regarding to attend /vote at the E-AGM stakeholders may contact to, please read/ refer point [B] below or Members may also address their Queries relating to e-voting to the company's e-mail ID prholding1983@gmail.com

- g. *Members may join the 37th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 09:30 a.m. IST i.e. 30 minutes before the time scheduled to start the 37th AGM and the Company may close the window for joining the VC/OAVM Facility after the Conclusion of AGENDA / Business(es).*
- h. Members may note that the VC/OAVM Facility, provided by www.Bookawebinar.com allows participation of all registered shareholders on a first-come-first-served basis. The large shareholders (i.e. 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. can attend the 37th AGM without any restriction on account of first-come first-served principle.
- i. Attendance of the Members participating in the 37th AGM through **VC/OAVM Facility** shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 37th AGM and facility for those Members participating in the 37th AGM to cast vote through e-Voting system during the 37th AGM.

[B]. Instructions for Members for participating in the 37th AGM through VC/OAVM are as under :-

Convenience of different persons positioned in different places / zones has been kept in mind before scheduling the time for this Meeting.

*The Company has appointed www.Bookawebinar.com , to provide **VIDEO CONFERENCING FACILITY** for the AGM and the “Attendant Enablers” for conducting of the e-AGM. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by www.Bookawebinar.com. Members may access the same at https://us02web.zoom.us/join/register/tZAudOGgqjMoH9KyDq_7cG9f4-7RFJgZcRFj by clicking and registering in advance. Upon registration, members shall receive the login credentials for the said AGM video conference.*

Members are requested to follow the procedure given below:

- i. Launch internet browser (chrome/ Firefox/safari) by copying the URL in address bar:
https://us02web.zoom.us/meeting/register/tZAudOGgqjMoH9KyDq_7cG9f4-7RFJgZcRFj
- ii. While registering, please enter the information in following format:
 - a. First Name Field : Full Name
 - b. Last Name Field : Folio No / Client ID- DP ID
 - c. Email : Email ID registered with the Company/ Depository
 - d. Phone : Phone Number registered with the Company/ Depository
 - e. Designation : Choose from Dropdown
- iii. Register yourself for the meeting to receive joining link embedded with encrypted password on your email id.
- iv. On the date of AGM, click on "[Click here to Join](#)" received on the registered E Mail id from noreply@zoom.us
- v. [ZoomApp](#) can be downloaded on your smart phone/ Computer/ Laptop from **<https://zoom.us/>**
- vi. After logging in, click on "[Join with video and audio](#)" option to attend the Meeting
- vii. Members intending to ask questions at the AGM, may click "[Raise hand](#)" option available on the platform after the start of the meeting
- viii. For E Voting, Polls and Chat Sections will be used along with show of hands as per availability and technical Feasibility.
- ix. Attendance shall be taken at the commencement of the meeting and any subsequent joiners shall have to mention their presence on the chat portal.

Members can participate in AGM through smart phone/ laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband.

Further Members will be required to use Internet with a good speed preferably more than 15Mbps to avoid any disturbance during the meeting. The same can be independently checked at <https://www.speedtest.net/>

Please note that Participants connecting from Mobile Devices or Tablets or through Laptop 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.

The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the e-AGM.

In case of any issues in Joining the meeting, send a WhatsApp to the technical team by clicking on the following link - <https://wa.me/918800279405> or send a mail to bookawebinar@gmail.com

The entire proceeding of the meeting shall be recorded and the minutes / proceedings of the meeting shall be preserved by the Company in terms of the General Circular No. 14/2020 dated 8th April, 2020 issued by Ministry of Corporate Affairs, Government of India.

Members can submit Questions in advance with regard to the financial statements or any other matter to be placed at the 37th AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address prholding1983@gmail.com atleast 7 days in advance before the start of the meeting i.e. by 17th September 2020 by 5.00 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

Members, who would like to ask questions during the 37th AGM with regard to the financial statements or any other matter to be placed at the 37th AGM, need to register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address before 17th September 2020. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 37th AGM, depending upon the availability of time.

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NOTES :-

1. Corporate Members intending to attend the E-AGM through their authorized Representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing the Representatives to attend the AGM through VC not less than 48 hours before the AGM.
2. In case of several joint-holders attending the meeting, only such joint-holder who is higher in the order of names will be entitled to vote at the meeting.
3. Register of Members & Share Transfer Books will remain closed from **19.09.2020 to 24.09.2020** (both days inclusive).
Queries proposed to be raised at the AGM may be sent to the Company atleast Seven days prior to the date of AGM on Company's email address to enable the Management to compile the relevant information enabling to reply the same.
4. Copies of the MOA and AOA and the Documents referred to in the Notice, shall be opened for inspection at the Registered Office on any working day between 11 A.M. to 5 P.M. upto the date of the AGM.
5. Members who hold shares in de-materialized form are requested to show/prove their Client ID and DP ID Numbers for easier identification of their attendance at the E-AGM.
6. Brief Profile of the retiring Director seeking appointment / re-appointment, forms part of the Notice.
7. Share transfer documents and all correspondence relating thereto, should be addressed to RTA or to Company.
8. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit/update PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN, Email, Mobile no. & other contact details to RTA or to the Company and Company encourage & promote shareholders to dematerialize their physical shareholding.
9. Members are requested to :
 - i. Quote their folio number (s) / Client ID / DP ID in all correspondence.
 - ii. Please notify change (s), if any, in your contact details, PAN, Registered Address alongwith Pin Code Number, Mobile, and E-mail ID, etc., to the RTA or to Company.
10. Electronic copy of the Annual Report and Notice of the Annual General Meeting inter-alia indicating the process and manner of e-voting alongwith the details of the **E-AGM through Video Conferencing/OAVM** is being sent to all the Members whose email IDs are registered with the Company/RTA/Depository Participants(s) for communication purposes. Members who have not registered their Email, copy of Notice and Annual Report for 2019-20 can be downloaded from the Website of the company or the website of the MSEI or the NSDL .
Members may also note that the Notice and the Annual Report for 2019-20 will also be available on the Company's website **www.prholding.in** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, shareholders may also send requests to Company's email id : **prholding1983@gmail.com**
11. Members, who have not registered their E-mail addresses so far, are requested to Register their E-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
12. The "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document(s) by a company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like Notice calling the Annual General Meeting / Extra Ordinary General Meeting / Audited Annual Accounts / Report of the Auditors / Report of the Directors, etc, in electronic form to the E-mail address provided by the shareholders.

13. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained u/s 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested u/s 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
14. Detailed procedure for “**Remote E-voting**” is annexed which forms part of this notice.

Voting Through Electronic means:

In compliance with the provision 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 (LODR) Regulations, 2015, the company is providing members facility to exercise their right to vote on resolution proposed to be passed in the AGM by electronic means and the business may be transacted through Remote E-Voting Services provided by NSDL.

The instructions for E-voting are as under:

i) In case of Members receiving an email from NSDL :

1. Open E-mail and open attached PDF file “**P R Holding e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “**Shareholder - Login**”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of “**e-Voting**” opens. Click on **e-Voting: Active Voting Cycles**.
7. Select Electronic Voting Event Number “**EVEN**” of P R Holding [**113361**] as given in the body of E-mail. Now you are ready for E-voting as Cast Vote page opens and you can cast vote online from **21.09.2020 (9:00 am) till 23.09.2020 (5:00 pm)**. Note: E-voting shall not be allowed beyond said time.
8. Cast your vote by selecting appropriate options and click on “**Submit**” and also “**Confirm**”, when prompted.
9. Upon confirmation, the message ‘Vote cast successfully’ will be displayed. Thereafter you will not be allowed to modify vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail b.bhushanandcompany@gmail.com with a copy marked to evoting@nsdl.co.in.

ii). In case of Members receiving physical copies of the Notice of the AGM by Post:

1. User ID and initial password alongwith Electronic Voting Event Number “**EVEN**” [**113361**] is provided/ stapled/ annexed in the Annual Report for the purpose of remote E-Voting for AGM.
2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.

GENERAL INSTRUCTIONS

1. The E-voting period begins at **09:00 A.M. on 21.09.2020 and ends at 5:00 P.M. on 23.09.2020**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date (record date) i.e., **18.09.2020** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The e-voting module shall be disabled by NSDL for voting thereafter.
2. The facility for voting through poll shall be made available at the Meeting and the Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to vote at the Meeting through poll/show of hands.
3. Members, who have cast their vote by remote e-voting, may also attend the Meeting but shall not be entitled to cast their vote again and / or shall not be allowed to change it subsequently.
4. Board of Directors has appointed M/s. B. Bhushan & Co., Practicing Company Secretaries, New Delhi, (M. No.: A31951, COP : 14469) to act as the “**Scrutinizer**”, to scrutinize the e-voting process and physical vote at the venue of e-AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given above.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date i.e. **18.09.2020**.
6. 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. 18 .09.2020** only shall be entitled to avail the facility of remote e-voting / Poll at AGM.
7. In case of any query pertaining to e-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or contact Assistant Manager NSDL at designated email ids **evoting@nsdl.co.** in or at telephone nos 022-24994600/1800222990. Members may also address their queries relating to e-voting to the e-mail ID **rta@alankit.com**
8. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (6) to (9) mentioned in (i) above, to cast your vote.
9. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
10. **Scrutinizer**, after scrutinising the votes cast at the e-AGM through poll and through remote e-voting, shall within a period not exceeding (3) three days from the conclusion of the AGM, 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.prholding.in. The results shall simultaneously be communicated to the Stock Exchange(s), where the Company's shares are listed.

**By Order of Board of Directors
For P R Holdings Limited**

**Place: New Delhi
Date : 10.08.2020**

**RICHA GUPTA
W.T.D & C.F.O.
DIN: 07223813**

DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors have pleasure to present herewith the 37th Annual Report for the year ended 31.03.2020

FINANCIAL RESULTS

(in Rupees)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Income from Operations	12,13,381	300,000
Other Income	11,32,270	1,079,403
Total Income	23,45,651	1,379,403
Total Expenditure	25,22,509	12,86,231
Profit/(Loss) before tax	(1,76,858)	93,172
Current Tax	-	25,000
Net Profit/(Loss)	(1,76,858)	68,172

FINANCIAL HIGHLIGHTS

During the year under review your company carried out the business of Real Estate, Agents, Trading, Consultancy, Commission, Distribution, etc. Company has earned the total revenue of Rs. 23,45,651/-. Net Profit/Loss after tax for the year under consideration is Rs. (1,76,858/-). Your Company hopes to increase its presence in the business in the coming years, which may increase the top line and also its profitability.

TRANSFER TO RESERVES

No amount is proposed to be transferred to the Reserves & Surplus Account.

LIQUIDITY

Company continues to maintain sufficient funds to meet the desired strategic Objectives.

DIVIDEND

Your directors do not consider it desirable to recommend / declare any dividend.

CAPITAL

During the Financial Year 2019-20, there is No Change in share capital

- Buy Back of Securities : Company has not bought back any of its securities.
- Sweat Equity : Company has not issued any Sweat Equity Shares.
- Bonus Shares : No Bonus Shares were issued during the year.
- Preference Shares / Debentures : Company has not issued any Preference Shares/Debentures.
- Employees Stock Option Plan : Company has not provided any Stock Option Scheme.

Subsequent to 31.03.2020 there has been no change in authorized, issued, subscribed and paid-up equity share Capital. Authorised share capital as on 31.03.2020 is Rs. 32,450,000 divided into 3,245,000 Equity Shares of Rs.10/- each and the Paid-up capital stands at Rs. 18,900,000/-.

DIRECTORS (Refer Notice of AGM)

In accordance with the provisions of Companies Act, 2013 and Articles of Association, Ms. Richa Gupta, Director of the Company, retires by rotation in the ensuing AGM and being eligible, offers herself for re-appointment.

- Mrs. Richa Gupta was appointed as Whole Time Director & Chief Financial Officer w.e.f. 26.09.2015
- Mr. Raman Mittal is Independent Director w.e.f. 30.06.2015
- Ms. Meena Aggarwal is Independent Director w.e.f. 30.06.2015
- Mr. Mohit Sachdeva (ACS-46298) was appointed Company Secretary & Compliance Officer w.e.f. 07.01.2019

P R HOLDINGS LIMITED

KEY MANAGERIAL PERSONNEL

Mrs. Richa Gupta (DIN: 07223813) is WTD & CFO of the Company

PARTICULARS OF EMPLOYEES

In terms of the provisions of the section 197(2) of the Companies Act, 2013 read with rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 none of the Employee drew remuneration in excess of the limit set out in the said Rules.

RISK MANAGEMENT POLICY

Risk Management Policy is not applicable to your company.

ANNUAL EVALUATION BY THE BOARD

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings
- ii. Quality of contribution to Board Deliberations
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance.
- iv. Providing perspectives and feedback going beyond information provided by the management.
- v. Commitment to shareholder and other stakeholders' interests.

The evaluation involves self –evaluation by the Board Member and subsequently assessment by the Board of Directors. A Member of the Board does not participate in the discussion of his/her evaluation.

LOANS, GUARANTEES AND INVESTMENTS

Company has not given any Guarantee, provided any Security and made any Investments during the reporting period as specified u/s 186 of Companies Act, 2013.

PUBLIC DEPOSITS

Company has neither accepted nor renewed any deposits during the Financial Year 2018-19 in terms of Chapter V of the Companies Act, 2013; therefore, information in this regard is NIL

STATUTORY AUDITORS

To re-appoint M/s K. BHANSALI & CO., Chartered Accountants, FRN – 322434E, as statutory Auditors, of the Company who have confirmed their eligibility, to hold office from the ensuing AGM till the conclusion of next AGM on such remuneration as may be fixed by the Board.

STATUTORY AUDITORS' REPORT

Auditors' Report being self-explanatory requires no Comments from the Directors and there are no reservations, or qualifications or adverse remarks in the Audit Report in respect to Financial Year 2019-20 and does not require/ call for any explanation from the Board of Directors.

SECRETARIAL AUDITORS & COMPLIANCE REPORTS

Board has re-appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the FY 2020-21. 'Secretarial Audit Report' and 'Secretarial Compliance Report' for the financial year 2019-20 are annexed with Directors' Report.

There are no qualifications or reservations or other adverse remarks by Secretarial Auditors in both of the Reports for the FY 2019-20 and does not require/ call for any major explanation from the Board of Directors.

INTERNAL AUDITORS

Board has re-appointed M/s Mittal Jindal & Associates, Chartered Accountants, to conduct Internal Audit for FY 2020-21

COST AUDITORS

Provisions of Section 148 do not apply to the Company and hence, Cost Auditors need not to be appointed.

FRAUDS REPORTED BY AUDITORS

There are no frauds reported by Auditors u/s 143(12) including those which are reportable to the Central Government.

EXTRACT OF ANNUAL RETURN (MGT – 9)

Pursuant to section 92(3) of Companies Act, 2013 ('the Act') and Rule 12(1) of Companies (Management and Administration) Rules, 2014, Extract of Annual Return is Annexed herewith to Director's Report.

PERFORMANCE EVALUATION OF BOARD MEMBERS

As mandated under the SEBI (LODR) Regulations, 2015, the Board shall review and monitor the Board evaluation framework. The Board evaluates various parameters such as Decision – making, relationship with stakeholders, company performance and strategy, checking Board and committee's effective working, etc.

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and directors. Schedule IV to the Companies Act, 2013 states that the performance evaluation of independent director shall be done by entire Board, excluding the director being evaluated.

Evaluation of all the directors and the Board as a whole has been conducted. Board approved the evaluation results as collated by the "Nomination and Remuneration Committee."

MEETING OF THE BOARD

4 (Four) Meetings of the Board were held during reporting period.

(Maximum Gap of 120 days between two consecutive Board Meetings has been complied with)

S. No.	Date – Board Meeting	S. No.	Date – Board Meeting
1.	28.05.2019	3.	12.11.2019
2.	08.08.2019	4.	08.02.2020

INDEPENDENT DIRECTORS

Independent Directors of the company have additionally met 2 times in the financial year 2019 – 20, including for :

- (a) to review the performance of non – independent Directors and the Board as a whole,
- (b) to review the performance of Board, taking into account the views of executive and non executive directors;
- (c) to assess the quality, quantity and timeliness of flow of information between the management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

DECLARATION BY INDEPENDENT DIRECTORS

Ms. Meena Aggarwal and Mr. Raman Mittal are Independent Directors on the Board of your company. Company has received necessary declarations from each Independent Director u/s 149(7), and in the opinion of the Board and as confirmed by these Directors that both of them meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015

LISTING OF SHARES

Equity Shares of the Company are listed on Metropolitan Stock Exchange of India (MSEI), Calcutta Stock Exchange (CSE) and Delhi Stock Exchange (DSE stands de-recognized) & Company has complied with the requirements of listing agreement(s) during the period under review. All the Quarterly & Yearly Compliances are upto-date, scanned pdf files are emailed, uploaded on MSEI listing portal, couriered by Speed-Post, XBRL submissions at online Portal, uploaded at Company's Website, etc.

- Listing Fee stands paid to MSEI for & upto 31.03.2021.
- Annual Custodial Fee stands paid to NSDL & CDSL

UNIFORM LISTING AGREEMENT

SEBI issued SEBI (LODR) Regulations, 2015 which became effective from 01.12.2015 by replacing existing Listing Agreement. Company executed New Listing Agreement(s) with MSEI (MCX) and CSE Ltd. during February 2016.

APPOINTMENT OF THE REGISTRAR & SHARE TRANSFER AGENT

At present "Alankit Assignments Limited" is the Registrar & Share Transfer Agent. Members may contact the RTA for resolution of any query related to shares or for effecting transfer of shares, etc.

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OPERATIONS

Our reputation for excellence and integrity earned through the consistent delivery of quality work and by adhering to the standard of business conduct through principles of Corporate Governance continues to be our most valuable assets.

As we position ourselves for the future and our standard of excellence, integrity and accountability will serve us well. Further, no material events, commitments and changes occurred between the end of the financial year to which the financial statements relate and the date of this Report.

VIGIL MECHANISM

The Vigil Mechanism Policy of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or telephone call or a letter to the Task Force or to the Chairman of the Audit Committee.

The Policy on vigil mechanism is available on the Company's website.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

Code of Conduct for the Prevention of Insider Trading is in accordance with the requirements specified in the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the Board has adopted the same. Insider Trading Policy explains the guidelines and procedures to be followed and disclosures to be made while dealing with the shares as well as the consequences of violation of norms. Insider Trading Policy is available on the website of the company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of the Companies Act, 2013 relating to CSR do not mandatorily apply to your company.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions, if any, entered by the company during the FY 2019-20 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the company has not entered into any contract / arrangement / transaction with related parties which could be considered material.

Your Directors draw attention of the members to "Notes to the Financial Statements" (Form AOC-2) which sets out Related Party Disclosures.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the SEBI (LODR) Regulations, 2015, the "Management's Discussion and Analysis Report" is presented in a separate section forming part of the Annual Report

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company does not have any subsidiary & holding companies and no type of joint-venture, merger or amalgamation.

DEMATERIALISATION OF EQUITY SHARES

As mentioned in company's earlier Annual Reports, the company's equity shares are in compulsory Demat mode in terms of SEBI Guidelines. This has been facilitated through arrangement with NSDL and CDSL. About **74.39%** of the issued shares of the company are already in dematerialized form. M/s Alankit Assignments Limited, New Delhi is acting as the RTA for this purpose and acts as share agency in terms of SEBI Guidelines.

SHIFTING OF REGISTERED OFFICE

Registered Office of the company stands shifted from "S - 6 & 7, G. S. Tower, Chatribari Road, Guwahati, Assam – 781001" TO "R-489, GF-C, New Rajinder Nagar, New Delhi-110060" during March 2017.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Board as on date consists of three members, one of whom is Executive (CFO) & WTD and 2 are independent directors and woman. Board consists of appropriate mix of executive & independent & non-independent directors to maintain the independence of the Board and to separate its functions of governance and management.

Policy on Directors Nomination and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required u/s 178(3) and there has been no change in the Policy.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS/ INCOME TAX

No significant and material Orders were passed by the regulators or courts or tribunals or income tax dept, etc. impacting the going concern status and company's operations.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.

Company has a well placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal Audit function is well defined in the Organization. The internal financial control system ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. Internal Auditors independently evaluate the adequacy of internal controls and audit the transactions. Independence of the audit and compliance is ensured by timely supervision of the Audit Committee over Internal Audit findings. Significant audit observations and corrective actions suggested are presented to the Audit Committee on regular basis.

TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Your company did not have any funds lying unpaid or unclaimed for a period of seven years, therefore, there were no funds which were required to be transferred to IEPF.

SHARE TRANSFER SYSTEM

Shares lodged for physical transfer are registered within a period of 15 days, if the documents are clear and complete in all respects. The shares duly transferred would be dispatched to the Shareholders upon approval of transfers. Adequate care is taken to ensure that, no transfers are pending for more than a fortnight. As bulk of the Company's shares are currently traded in dematerialized form, the transfers are processed and approved in the electronic form by NSDL / CDSL through depository participants. Alankit Assignments Limited is the Share Transfer Agent for both physical and dematerialized mode.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements Section 134 (3)(c) of Companies Act, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended 31.03.2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs as at 31.03.2020 and of the profit and loss of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) The Directors had devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.

Information required to be given pursuant to this Clause are given below:

A. CONSERVATION OF ENERGY

Your company did not use any significant energy during the year under review. Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We emphasize towards a safe

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and clean environment and continue to adhere to all regulatory requirements and guidelines.

B. RESEARCH & DEVELOPMENT

Your company has not imported any technology for any research and development.

C. TECHNOLOGY ABSORPTION

Your company has not imported any technology; however, we believe and use information technology in all spheres of our activities to improve efficiency levels.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO.

	31.03.2020 (Amt.)	31.03.2019 (Amt.)
Foreign Exchange Earning	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

DECLARATIONS BY DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL

Annual Report of the Company contains a Certificate by the CFO / CEO in terms of Para D of Schedule V to the SEBI (LODR) Regulations, 2015 on the declarations received from the Directors and the Senior Management personnel affirming compliance with the Code applicable to them during the year ended 31.03.2020.

BUSINESS RESPONSIBILITY REPORT

Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015 is not applicable to the company.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Company has adopted the Policy for prevention of Sexual Harassment of Women at workplace and has authorised Remuneration & Nomination Committee for implementation of said policy and No Complaints has been received during the financial year.

DETAILS OF COMMISSION RECEIVED BY MD / WTD

None of the Directors have received any commission during the year under review.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

There are no significant/ material events to be reported under this head.

COMPLIANCES

Company has devised proper systems to ensure compliances of laws applicable to the company and the compliance reports issued by the Departmental Heads are placed before the Board confirming compliances by the company with all applicable Laws.

CEO/CFO CERTIFICATION

In accordance with the Regulation 17 (8) read with Part B of Schedule V to the SEBI (LODR) Regulations, 2015 pertaining to corporate governance norms, Mrs. Richa Gupta, WTD & CFO of the company, have certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial reporting for the year ended 31.03.2020. The said Certificate forms an integral part of this Annual Report and the Certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

FINANCIAL STATEMENTS

Annual Report of F. Y. 2019-20 of the Company containing complete Balance Sheet, Statement of Profit & Loss, other Statements and Notes thereto, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis Report) are being sent via email to all shareholders who have provided their Email address (es) and to others, the Annual Report is being sent by post. Full version of Annual Report is also available for inspection at the registered office of the company during working hours upto the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website www.prholding.in.

Notice of the AGM shall also be placed at the website of NSDL/CDSL. Please note that Members will be entitled to be supplied, free of cost, Annual Report of 2019-20, upon receipt of written request from members.

COMMITTEES OF THE BOARD

The Board has constituted & re-constituted the following standing Committees:

[A]	Audit Committee
[B]	Remuneration and Nomination Committee
[C]	Shareholders'/Investors' Grievance Committee

[A] AUDIT COMMITTEE

In pursuance of section 177 of the Companies Act, 2013 and other applicable laws, Board of Directors of the Company has constituted an Audit Committee. The purpose of the audit committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

i) Terms of reference

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment, remuneration and terms of appointment and change of statutory and internal Auditors, fixation of audit fee and also approval for payment for any other services.
3. To review and monitor the independence and performance of Auditors & effectiveness of audit process.
4. Reviewing with Management the quarterly / half yearly and the annual financial statements before submission to the Board, focusing primarily on:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause 3© of section 134 of the Companies Act, 2013.
 - Any Change in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance of legal requirements concerning financial statements.
 - Any related party transactions, Etc.
5. Reviewing with the management, statutory and internal auditors, the adequacy and compliance of internal control system.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
7. Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.
8. Discussion on internal Auditor's significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussions with statutory auditors about the scope of audit as well as have post audit discussion to ascertain any area of concern.
11. Reviewing the Company's financial and risk management policies.
12. Approval or any subsequent modification of transaction of the Company with the Related parties.
13. Scrutiny of inter-corporate loans and investments.
14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

Further the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and

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5. The appointment, removal and terms of remuneration of the Internal Auditors shall be subject to review by the Audit Committee.

Composition:

Audit Committee comprise of three members - Ms. Meena Aggarwal, Independent Director, Shri Raman Mittal, Independent Director and Mrs. Richa Gupta, Executive Director.

Ms. Meena Aggarwal is heading the Audit Committee.

Sr. No.	Name of the Director	Category of Director
1.	Ms. Meena Aggarwal	Chairman, Non- Executive & Independent Director
2.	Mrs. Richa Gupta	Executive & Non- Independent Director
3.	Mr. Raman Mittal	Non- Executive & Independent Director
4.	ACS Mohit Sachdeva	Company Secretary

Audit Committee stands constituted & reconstituted by the Board of Directors in its Board meeting held to inter alia to look into the matters related to the Financial Reporting and Compliance of the Company with regulatory & legal requirements.

Meeting and attendance:

Audit Committee have met 4 (Four) times during the Financial Year 2019-20 on 20.05.2019, 08.08.2019, 12.11.2019 and 08.02.2020

Sr. No.	Name of the Member	Meetings Held	Meetings Due & Attended
1.	Ms. Meena Aggarwal	4	4
2.	Shri Raman Mittal	4	4
3.	Mrs. Richa Gupta	4	4
4.	ACS Mohit Sachdeva	4	4

[B] REMUNERATION AND NOMINATION COMMITTEE

In Accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company in its meeting held on 30.03.2015 has constituted a Committee of Directors to be known as "Remuneration and Nomination Committee". The Role of the Remuneration and Nomination Committee and its constitution is given below.

Role of Remuneration and Nomination Committee

1. To identify the persons who are qualified to become the director and who may be appointed in the senior management.
2. To lay down the criteria and policy for selection relating to the appointment of Directors, Officers in the senior Management and their remuneration.
3. To recommend to the Board of Directors appointment and removal of Directors or officers in the senior management.

Constitution of the Committee

Remuneration and Nomination Committee consist of the following Directors:

Sr. No.	Name of the Director	Category of Director
1.	Mr. Raman Mittal	Chairman, Non- Executive & Independent Director
2.	Ms. Meena Aggarwal	Non- Executive & Independent Director
3.	Mrs. Richa Gupta	Executive & Non- Independent Director

Mr. Raman Mittal is the chairman of the committee.

REMUNERATION POLICY

The Company had adopted a Remuneration Policy for the Directors, KMP and other employees, pursuant to the provisions of Act and SEBI (LODR) of the Listing Agreement.

ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING

Remuneration and Nomination Committee have met 4 (Four) times during the Financial Year 2019-20 on 20.05.2019, 08.08.2019, 12.11.2019 and 08.02.2020

Sr. No.	Name of the Member	Meetings Held	Meetings Due & Attended
1.	Ms. Meena Aggarwal	4	4
2.	Shri Raman Mittal	4	4
3.	Mrs. Richa Gupta	4	4
4.	ACS Mohit Sachdeva	4	4

DETAILS OF REMUNERATION PAID TO THE DIRECTORS

S. No.	Director	Remuneration (in Rs.)
1.	Mrs. Richa Gupta	20,000/- per month

[C] SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

The purpose of constituting Shareholders'/Investors' Grievance Committee is to expedite the process of redressal of investors' grievances and it is responsible for specifically to look into the matters related to the shareholders grievances and their complaints related to non receipt of share certificates, transfers, non-payment of dividend, etc.

i) Terms of reference

1. To consider and review the queries/complaints received from Share Holders
2. To take steps to redress queries/ complaints and ensure speedy satisfaction.
3. To work under the control & supervision of the Board of Directors.

ii) Composition:

The Shareholders'/ Investors' Grievance Committee comprises of three members –

Sr. No.	Name of the Director	Category of Director
1.	Ms. Meena Aggarwal	Chairman, Non- Executive & Independent Director
2.	Mrs. Richa Gupta	Executive & Non- Independent Director
3.	Mr. Raman Mittal	Non- Executive & Independent Director

Ms. Meena Aggarwal is heading the Committee.

Meeting and Attendance:

Shareholders'/Investors' Grievance Committee have met 4 (Four) times during the Financial Year 2019-20 on 20.05.2019, 08.08.2019, 12.11.2019 and 08.02.2020

Sr. No.	Name of the Member	Meetings Held	Meetings Due & Attended
1.	Ms. Meena Aggarwal	4	4
2.	Mrs. Richa Gupta	4	4
3.	Shri Raman Mittal	4	4
4.	ACS Mohit Sachdeva	4	4

COMPLAINTS STATUS

Received	Resolved	Pending
None	NIL / N.A.	NIL

DIRECTOR'S SHAREHOLDING

S. No.	Director	No. of Shares held
1.	NIL	NIL

Note: None of the Directors hold any shares in the company.

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Role and Powers of Shareholders'/Investors' Grievance Committee:

Shareholders'/ Investors' Grievance Committee shall have the following role, functions and responsibilities:

(I) To look into and supervise the redressal of shareholders'/Investors' Complaints.

(ii) To oversee the performance of the Registrars and Share Transfer Agents and recommend measures for overall improvement of the quality of investor services.

(iii) To consider and approve transfer of shares, transmission of shares, dematerialization of shares, transposition of shares, issuance of duplicate share, deletion of names, splitting and consolidation of shares, etc.

[D] RISK MANAGEMENT COMMITTEE

Not mandatory hence Not Applicable to the company

INDEPENDENT DIRECTORS :

Independent Directors of the company have additionally met 2 times in the financial year 2019-20, including for, to

(a) Review the performance of non-independent directors and the Board as a whole

(b) Review the performance of the Board of the company, taking into account the views of Executive directors and non-executive directors;

(c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Sr. No.	Name of the Member	Meetings Held	Meetings Due & Attended
1.	Mr. Raman Mittal	2	2
2.	Ms. Meena Aggarwal	2	2

ANNUAL GENERAL MEETINGS

Date and Venue of last four Annual General Meetings :-

Nature of Meeting	Date	Venue	Special Resolution passed
AGM for the FY 2018-19	26.09.2019	Registered Office R-489, GF-C, New Rajinder Nagar New Delhi-110060	None
AGM for the FY 2017-18	24.09.2018	Registered Office R-489, GF-C, New Rajinder Nagar New Delhi-110060	None
AGM for the FY 2016-17	25.09.2017	Registered Office R-489, GF-C, New Rajinder Nagar New Delhi-110060	None
AGM for the FY 2015-16	28.09.2016	Registered Office S-6 & 7, G.S. Tower, Chatribari Road, Guwahati, Assam - 781001	None

Attendance Record of Directors during the Financial Year 2019-20

Sr. No.	Name of Director	No. of Meetings attending during 2019-20		Last AGM	No. of other Directorship		No. of out side Committee	
		Board			Listed	Others	Chairman	Member
		Held*	Attended					
1.	Mr. Raman Mittal	4	4	Yes	1	0	3	NIL
2.	Mrs. Richa Gupta	4	4	Yes	0	0	NIL	NIL
3.	Ms. Meena Aggarwal	4	4	Yes	1	0	NIL	3

* Denotes number of meetings held during the tenure of directorship of each director.

NOTE:

- None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees in all the Public Companies in which they are Directors.
- The directorship/ committee membership is based on the disclosures received from the directors.
- No Director is inter-se directly related to any other Director on the Board of the Company.

CODE OF CONDUCT

Code of Conduct for Board Members and Senior Management is a comprehensive Code applicable to Executive and Non-Executive Directors as well as members of the Senior Management. Code of Conduct is available on the Company's website www.prholding.in The Whole Time Director has declared that all the Board members have affirmed that they have complied with the code of conduct for the FY 2019-20.

SEBI has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 on 15.01.2015 applicable to all the listed companies' w.e.f. 15.05.2015. Accordingly company has adopted code of internal procedures and conduct for prohibition of insider trading, as amended, in dealing with the securities of the company.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out every Quarter and the Report thereon is submitted to the Stock Exchanges(s) where the Company's shares are listed. The Audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form can be obtained from the Company's RTA.

BRIEF RESUME OF DIRECTORS PROPOSED TO BE RE-APPOINTED

Mrs. Richa Gupta is a graduate and has more than 10+ years of experience in Finance, Accounting, Real Estate, etc.

DISCLOSURES

- There are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, their subsidiaries conflicting with Company's interest. Suitable disclosures as required by the Accounting Standards (AS18) have been made in the Annual Report.

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- (ii) In the preparation of the financial statements, the Company has followed the accounting standards issued by the ICAI to the extent applicable.
- (iii) There were no penalties, restrictions imposed on the company by Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

MEANS OF COMMUNICATION

- The Company communicates with the shareholders through its Annual Report and publication of financial results in 2 Newspapers, Website, etc.
- The Board of Directors of the Company approves and takes on record the Un-audited financial results and the results are announced to the MSEI & CSE. Further the required highlights of the Results are published in the Newspapers. [i.e. generally, The Financial Express (English) & Naya India/Jansatta(Hindi)].
- Various sections of the Company's website www.prholding.in keep the investors updated on material developments like management, financial information, quarterly reports, announcements, etc.
- All Compliances of MSEI are uploaded at their Online Portal – MyListing Centre.(both paid & xbrl mode)

GENERAL SHAREHOLDER INFORMATION

- a) Annual General Meeting
 - Date and Time : **Thursday, 24.09.2020 at 10:00 A.M.**
 - Venue / Via : **through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').**
however, the venue of the meeting shall be deemed to be the registered office of the company situated at R-489, GF-C, New Rajinder Nagar, New Delhi-110060
- b) Financial Year of the Company : from April 1 to March 31
 - Tentative Schedule for Financial Year 2020-21
 - 1st Quarter ending June 30, 2020 : July/August, 2020
 - 2nd Quarter ending September 30, 2020 : October/November, 2020
 - 3rd Quarter ending December 31, 2020 : January/February, 2021
 - Annual Result for the year ended March 31, 2021 : May/June, 2021
- c) Date of Book Closure/Record Date : 19th to 24th September, 2020
(both days inclusive)
- d) Registered Office : R-489, GF-C, New Rajinder Nagar,
New Delhi, 110060
- e) Dividend Payment Date : N.A.
- f) Listing of Equity Shares on Stock Exchanges :
 - MSEI
 - Calcutta Stock Exchange Ltd
 - Delhi Stock Exchange Limited
(DSE stands de-recognized)

- g) Stock Code
MSEI : PRHOLDING
Calcutta Stock Exchange : 26056
Delhi Stock Exchange : 16029
- h) Registrar & Share Transfer Agents : Alankit Assignments Limited
- l Liquidity
Equity Shares of your Company are listed on MSEI & CSE, but Trading Platform is not available at CSE.
- j) Market Price Data
MSEI : No Data since No Trading in the shares of the company
At CSE & DSE, market price of the share is not available for want of Trading Platform.
- k) Dematerialization of Shares
Shares of the company are in physical mode as well as in DEMAT with CDSL & NSDL.
- l) Outstanding GDRs/ADRs/Warrants or any other convertible instruments
Your Company does not have any GDRs/ADRs/Warrants or any other Convertible Instruments.
- m) Investor Correspondence
(i) For transfer of shares, demat of shares, payment of dividend on shares and any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at the following address:

Mr. J. K. Singla (Sr. Manager)
M/s ALANKIT ASSIGNMENTS LIMITED
Address: 4-E/2, Jhandewalan Extension, New Delhi-110055
Contact: 011-4254 1234, 23541234 Email id: rt@alankit.com
(ii) Mrs. Richa Gupta, WTD & CFO, has been designated as the Compliance Officer of the Company as required under the Listing Agreement with MSEI and CSE.
- n) Address for Correspondence:-
The Correspondence may be addressed to
Mrs. Richa Gupta, WTD & CFO, cum Compliance Officer, at the Regd Office.
OR
Mr. J. K. Singla, Senior Manager, Alankit Assignments Ltd.,
4-E/2, Jhandewalan Extension, New Delhi-110055,
Tel. No. +91-4254-1234, 23541234, Email id: rt@alankit.com.

VIGIL MECHANISM - WHISTLE BLOWER POLICY :

The Whistle Blower Policy is formulated to provide a vigil mechanism for Directors and Employees to raise genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics policy. It also provides for adequate safeguard against victimization of persons who use such mechanism.

The Policy provides necessary safeguards for protection of Directors and Employees who avail the vigil mechanism from victimization, for whistle blowing in good faith and to provide opportunity to Directors and Employees for direct access to the Chairman of the Audit Committee in exceptional cases.

Whistle Blower Policy is in conformity with SEBI (LODR), Listing Agreement and provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014

Directors and Employees of Company are eligible to make "Protected Disclosures" to the Chairman of Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

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Principles

- Protected disclosures shall be acted in a time bound manner.
- Complete confidentiality of the Whistle Blower will be maintained.
- Whistle Blower and / or the person(s) processing the Protected Disclosure will not be subjected to victimization.
- Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- 'Subject' of the Protected Disclosure i.e. Director or Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.
- Whistle Blower should bring to attention of the Competent Authority any improper activity or practice, although they are not required to provide proof, they must have sufficient cause for concern.
- Whistle Blower shall co-operate with investigating authorities, and maintain full confidentiality

E-VOTING

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulation 2015.

The above Rule 20 of the Companies (Management and Administration) Rules, 2014 have been amended on March 19, 2015 to introduce a new concept of e-voting i.e. E-Voting at general meeting through an electronic voting system. To comply with the requirements of new Companies Act, 2013 and to ensure good governance for its members, your company has provided e-voting facility for its general meetings to enable its members to participate in the voting electronically. The instruction(s) for e-voting for ensuing AGM is also provided with Notice to shareholders of this Annual Report. Company has signed necessary agreements with NSDL and CDSL to facilitate e-voting for member(s).

APPRECIATION

Your Directors wish to express their sincere appreciation to its valued Clients, Bankers, various Regulators, Departments & Agencies and Employees of the company for their continued valued support, guidance & co-operation.

By Order of Board of Directors
PR Holdings Limited

Place: New Delhi
Date: 10.08.2020

Richa Gupta
W.T.D. & C.F.O.
DIN: 07223813

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2020

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L27310DL1983PLC314402
- ii) Registration Date : 14th January, 1983
- iii) Name of the Company : P R Holdings Limited
- iv) Category / Sub-Category : Public Company/ Limited by shares
- v) Address of the Regd. Office of the Company : R-489, GF-C, New Rajinder Nagar, New Delhi-110060
- vi) contact details :
- a.) Website : www.prholding.in
- b.) Email i.d. : prholding1983@gmail.com
- c.) Phone No. : 9911223638
- vii) Whether listed company : YES
- 1) Metropolitan Stock Exchange of India - (MSEI)
- 2) Calcutta Stock Exchange Ltd. – CSE
- 3) Delhi Stock Exchange Ltd. – DSE
(DSE stands de-recognized)
- viii) Detail of RTA
- a.) Name : Alankit Assignments Limited
- b.) Address : R. O. 4E/2, Jhandewalan Extn., New Delhi – 55
C.O. : 205-208, Anarkali Complex, Jhandewalan Extn., New Delhi – 55
- c.) Contact : 011-42541234, 011-23541234
rta@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Commission, Consultancy, etc.		51.73%
2	Other Sources		48.27%

III. PARTICULARS OF HOLDING & SUBSIDIARY COMPANIES -

S. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary	% of shares held	Applicable Section
	NIL				

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IV. SHARE HOLDING PATTERN - AS AT 31.03.2020 (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category Code	Category of Shareholder	No. of Shares held at the beginning of the year	% of total no. of shares	No. of Shares held at the end of the year	% of total no. of shares	% Change during the year
(A)	Shareholding of Promoter and Promoter Group2					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	384000	20.32	384000	20.32	-
(b)	Central Government/ State Government(s)	0	0	0	0	0
(c)	Bodies Corporate	0		0		
(d)	Financial Institutions/ Banks	0		0		
(e)	Any Others(Specify)	0		0		
(e-i)		0		0		
(e-ii)		0		0		
	Sub Total(A)(1)	384000	20.32	384000	20.32	-
2	Foreign					
a	Individuals (Non-Residents Individuals/Foreign Individuals)					
b	Bodies Corporate	0		0		
c	Institutions	0		0		
d	Qualified Foreign Investor	0		0		
e	Any Others(Specify)	0		0		
e-I						
e-ii						
	Sub Total(A)(2)	0		0		
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	384000	20.32	384000	20.32	-
(B)	Public shareholding					
1	Institutions					
(a)	Mutual Funds/ UTI	0		0		
(b)	Financial Institutions / Banks	0		0		
(c)	Central Government/ State Government(s)	0		0		
(d)	Venture Capital Funds	0		0		
(e)	Insurance Companies	0		0		
(f)	Foreign Institutional Investors	0		0		
(g)	Foreign Venture Capital Investors	0		0		
(h)	Qualified Foreign Investor	0		0		
(i)	Any Other (specify)	0		0		
(i-ii)						
(i-ii)						
	Sub-Total (B)(1)	0		0		

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B 2	Non-institutions					
(a) (b) I	Bodies Corporate Individuals i. Individual shareholders holding nominal share capital up to Rs 2 lakh	747000	39.52	627000	33.17	(6.35)
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	759000	40.16	879000	46.51	6.35
(c)	Qualified Foreign Investor	0		0		
(d) (d-I) (d-II)	Any Other (specify)	0		0		
	Sub-Total (B)(2)	1506000	79.68	1506000	79.68	-
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	1506000	79.68	1506000	79.68	-
	TOTAL (A)+(B)	1890000	100.00	1890000	100.00	-
(C)	Shares held by Custodians and against which Depository Receipts have been issued					
1	Promoter and Promoter Group					
2	Public					
	Sub-Total (C)	0		0		
	GRAND TOTAL (A)+(B)+(C)	890000	100.00	1890000	100.00	-

(ii) Shareholding of Promoters

Sl. No.	NAME OF PROMOTER	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in share holding during the year
		No. of Shares	% of Shares Pledged /encumbered	No. of Shares	% of Shares Pledged / encumbered	
1	S. L. Gupta	384000	0	384000	0	0
	TOTAL	384000		384000		0

(iii) Change in Promoters' Shareholding : NO CHANGE DURING THE YEAR

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	S. L. Gupta				
1	At the Beginning of the year	384000	20.32	384000	20.32
2	At the End of the year	384000	20.32	384000	20.32

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(iv) Shareholding Pattern of TOP TEN Shareholders : NO CHANGE DURING THE YEAR

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1	Ajit Pershad	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	100000	5.29	100000	5.29
	At the End of the year	100000	5.29	100000	5.29
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
2	Manju Gupta	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	100000	5.29	100000	5.29
	At the End of the year	100000	5.29	100000	5.29
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
3	Nikhil Aggarwal	No. of shares	% of total shares	No. of shares	% of total shares
	At the Beginning of the year	25000	1.32	25000	1.32
	Increased during the year	25000	1.32	25000	1.32
	At the End of the year	50000	2.65	50000	2.65
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
4	Nikunj Aggarwal	No. of shares	% of total shares	No. of shares	% of total shares
	At the Beginning of the year	25000	1.32	25000	1.32
	Increased during the year	25000	1.32	25000	1.32
	At the End of the year	50000	2.65	50000	2.65
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
5	Anshul Jain	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	37000	1.96	37000	1.96
	At the End of the year	37000	1.96	37000	1.96
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
6	Devender Kumar Aggarwal	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	25000	1.32	25000	1.32
	At the End of the year	25000	1.32	25000	1.32

P R HOLDINGS LIMITED

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	Mamraj Aggarwal				
	At the Beginning of the year	25000	1.32	25000	1.32
	At the End of the year	25000	1.32	25000	1.32

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	Manish Aggarwal				
	At the Beginning of the year	25000	1.32	25000	1.32
	At the End of the year	25000	1.32	25000	1.32

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9	Mansi Aggarwal				
	At the Beginning of the year	25000	1.32	25000	1.32
	At the End of the year	25000	1.32	25000	1.32

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10	Milan Kumar Aggarwal				
	At the Beginning of the year	25000	1.32	25000	1.32
	At the End of the year	25000	1.32	25000	1.32

(v) Shareholding of Directors and Key Managerial Personnel : NIL

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	At the Beginning of the year	NIL			
2	At the End of the year				

P R HOLDINGS LIMITED

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans / Advances (31.03.2020)	Deposits
Indebtedness at the beginning of the financial year	NIL		NIL
i) Principal Amount		0	
ii) interest due but not paid		0	
iii) interest accrued but not due		0	
Total (i+ii+iii)	NIL	0	NIL
Change in Indebtedness during the financial year			
* Addition		0	
* Reduction		0	
Net Change	NIL	NIL	NIL
Indebtedness at the end of the Financial Year	NIL		NIL
i) Principal Amount		0	
ii) Interest due but not paid			
iii) Interest accrued but not due			
Total (i+ii+iii)	NIL	0	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager as on 31.03.2020 :

Sl. no	Particulars of Remuneration	Total Amount	
		per month	upto 31.03.2020
	RICHA GUPTA		
1.	Gross salary	20,000/-	2,40,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	NIL	NIL
	(c) profit in lieu of salary under section 17(3) income tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of Profit - Other, Specify.....	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A) Ceiling as per the Act		2,40,000/-

B. REMUNERATION TO OTHER DIRECTORS:

Sl. no	Particulars of Remuneration		Total Amount
1	Independent Director *Fee for attending Board Committee Meeting * Commission *Other, Please Specify	NIL	NIL
	Total (1)	NIL	NIL
2	Other Non-Executive Directors *Fee for attending board Committee Meeting *Commission *Other, Please Specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration Overall Ceiling as per the Act	NIL	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no			TOTAL
	NIL		

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act		Appeal made, if any (Details)
	A. COMPANY Penalty Punishment Compounding	NIL NIL NIL	NIL NIL NIL
	B. DIRECTOR Penalty Punishment Compounding	NIL NIL NIL	NIL NIL NIL
	C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding	NIL NIL NIL	NIL NIL NIL

By Order of Board of Directors
For **P R Holdings Limited**

Date : 10.08.2020
Place : New Delhi

Richa Gupta
W.T.D. & C.F.O.
DIN: 07223813

B. Bhushan & CO.
Company Secretaries

1195,Gali Babu Ram,
Sita Ram Bazar, Delhi – 110006.
Email : b.bhushanandcompany@gmail.com
Mobile: 9650555376, 9311531800

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED on 31.03.2020

[Pursuant to section 204(1) of the Companies Act, 2013 and the rules made thereunder]

To,
The Members,
PR Holdings Limited
R-489 , GF-C, New Rajinder Nagar
New Delhi-110060.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **P R Holdings Limited (CIN : L27310DL1983PLC314402)** (hereinafter called the company). 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year starting from 01.04.2019 ended on 31.03.2020 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the clients/Members;
- (vi) and other laws applicable on the company.

We report that during the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited, Delhi Stock Exchange and Calcutta Stock Exchange, the trading platform is not available with the Calcutta stock exchange and recognition of Delhi Stock Exchange was withdrawn by the SEBI on 19 November 2014.

We further report that, there were no actions/events in pursuance of:

- (a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; requiring compliance thereof by the company during the financial year and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

We further report that based on information provided by the company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by officials of the company taken on records by the Board of Directors of the company, in our opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable laws.

We further report that the compliance by the company of applicable financial laws, like direct and Indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule 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 and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the director/directors, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further Report that during the audit period the company has not indulge in any matter related to the following:-

- (i) Public/Right/ Preferential/debentures/sweat equity issue, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations etc.

For B.Bhushan & Company
(Company Secretaries)

Bharat Bhushan Garg
(Proprietor)
M. No. : A31951
CoP No. : 14469

Date : 25.06.2020
Place : New Delhi

P R HOLDINGS LIMITED

B. Bhushan & CO.
Company Secretaries

1195,Gali Babu Ram,
Sita Ram Bazar, Delhi – 110006.
Email : b.bhushanandcompany@gmail.com
Mobile: 9650555376, 9311531800

SECRETARIAL COMPLIANCE REPORT

for the year ended on 31-03-2020

To
The Members of
PR Holdings Limited
(CIN : L27310DL1983PLC314402)
R-489, GF - C, Ground Floor,
New Rajinder Nagar, New Delhi-110060.

We, **B.Bhushan & Co.**, Practising Company Secretary have examined:

- All the documents and records made available to us and explanation provided by **“PR Holdings Limited (CIN : L27310DL1983PLC314402) (“the listed entity”)**,having its Registered office at :- R-489, GF - C, Ground Floor, New Rajinder Nagar, New Delhi-110060.
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31.03.2019 (“Review Period”) in respect of compliance with the provisions of :

- The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India(Issue and Listing of NonConvertible and Redeemable Preference Shares) Regulations,2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under; and based on the above examination, We hereby report that, during the Review Period:

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

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
_____	_____	_____	_____

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, etc	Observations/ remarks of the Practicing Company Secretary, if any.
—	—	—	—	—

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
—	—	—	—	—

For B.Bhushan & Company
(Company Secretaries)

Bharat Bhushan Garg
(Proprietor)
M.No. :- A31951
Co P No.: 14469

Date : 25-06-2020
Place : New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors present Company's Management Discussion and Analysis Report for the year ended on 31.03.2020.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

FORWARD LOOKING STATEMENT

Statement in this report, particularly those which relate to Management Discussion and Analysis, describing the company's future plans, objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may vary materially from those either expressed or implied.

REAL ESTATE, AGENCY, COMMISSION, CONSULTANCY, TRADING & SERVICE SECTOR

INDUSTRY STRUCTURE & DEVELOPMENTS

The Indian real estate sector has come a long way and is one of the fastest growing markets in the world today. It comprises of many sub-sectors – housing, retail, hospitality, farms, residential, and commercial. While housing contributes to 5-6 % of India's gross domestic product (GDP), the remaining sub-sectors are also increasing at a fast pace. The total realty market in the country is expected to touch US\$ 180 billion by 2025. Real estate in India is being recognized as an infrastructure service that is driving the economic growth engine of the country. Growing infrastructure requirement in diverse sectors such as tourism, education, healthcare, etc., are offering several investment opportunities for both domestic as well as foreign investors. The role of the Government of India has been instrumental in the development of the sector including FDI in real estate. With the government trying to introduce developer and buyer friendly policies and law enforcement against delay in deliver & breach of commitments, the outlook for the real estate sector does look promising.

OPPORTUNITIES

- Real estate contributes about 5% to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2% during FY 2020–2030.
- The Indian construction and real estate sector continues to be a favoured destination for global investors. Several large global investors, including a number of sovereign funds, have taken the first move by partnering with successful local investors and developers for investing in the Indian real estate market.
- The residential asset class looks to have great potential for growth with housing requirements growing across cities.
- Demand for space from sectors such as education and healthcare has opened up ample opportunities in the real estate sector. The country still needs to add 3 million hospital beds to meet the global average need of the people.
- Government of India focus on affordable homes for all by 2022, the creation of 100 Smart Cities and infrastructure development across India, the real estate industry has much to look forward.

THREATS

- Covid & other pandemics, shortage of migrant labour, capital crunch in market
- High inflation rate may increase the cost and company's profit margins may suffer.
- High interest rate may also prove to be adverse.
- Real estate industry is capital intensive sector which require high capital and in present scenario it is challenge in front of management to arrange for the funds requirement.
- Tough competition from the other existing players in the industry also poses a threat.

OUTLOOK

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has a proper and adequate system of internal controls & audit commensurate with its size to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly. Proper controls and checks are exercised by the company by following the procedures prescribed in the various manuals. Audit Committee of the Board reviews Internal Control Systems on periodical basis

DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

Your company recognizes the value of human resource, therefore, the human resource policies are being framed in such fashion that they not only aim at achieving the organizational goal but also recognize, appreciate and develop the individual interest of the employees. The Human Resource Development policies of the company are being so framed that it is in the best interest of the organization as well as employees of the company.

Business activities relating to real estates, commission, agents, management & business consulting, trading / purchase & sale of commodities & bullion, etc. are comparatively risk free, attractive, etc.

By Order of Board of Directors
For **PR Holdings Limited**

Date : 10.08.2020
Place : New Delhi

Richa Gupta
W.T.D. & C.F.O.
DIN: 07223813

Declaration by the CEO/CFO under SEBI (LODR) of the Listing Agreement

I, Richa Gupta (DIN: 07223813), WTD & CFO, hereby certify to the Board, that:

- a. I have reviewed financial statements and the cash flow statement and the Directors' Report and that to the best of my knowledge and belief :
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. 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. To the best of my knowledge and belief, there are no transactions entered into by the company which are fraudulent, illegal or violative of the company's code of conduct or ethics policy.
- c. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the Auditors and the Audit Committee
 - i. that there are no significant changes in internal control during the year;
 - ii. that there are no significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the financial statements; and
 - iii. that there is no instances of significant fraud of which they have become aware and the involvement, if any, of the management or an employee having a significant role in the company's internal control system.

By Order of Board of Directors
For **PR Holdings Limited**

Date : 10.08.2020
Place : New Delhi

Richa Gupta
W.T.D. & C.F.O.
DIN: 07223813

K. BHANSALI & CO.
Chartered Accountants

26/4, Armenian Street,
Kolkata – 700 001
033-22183239
097489 11155
ksbhansali@gmail.com

Independent Auditor's Report

To the Members of
P R HOLDINGS LIMITED

Opinion

We have audited the accompanying Standalone financial statements of **P R HOLDINGS LIMITED, [CIN: L27310DL1983PLC314402]** ("the company") which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies, Act 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the company as at 31.03.2020;
- b) In the case of the Statement of Profit and Loss, of the Loss of the company for the year ended on that date.
- c) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.
- d) In the case of the Change in Equity, of the equity flows of the company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, 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.

Key Audit Matters

This section of our auditor's report is intended to describe the matters selected from those communicated with management that, in our professional judgment, were of most significance in our audit of the financial statements, except for the matter described in the Basis for Qualified (or Adverse) Opinion section and the material uncertainty described in the Going Concern section. We have determined that there are no such matters to report on the basis of these financial statements.

Responsibility of Management and Those charge with governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going 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 are responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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. As part of an audit in accordance with SAs, professional judgment is exercised and professional skepticism is maintained throughout the audit. 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 financial statements.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure – "I"**" a Statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 appears from our examination of those books;
 - c) The company has no branch offices and consequently we have not received any report on accounts of branch of the company.
 - d) The Balance Sheet, the Statement of Profit & Loss (Including other comprehensive income), Cash Flow Statement and Change in Equity dealt with by this Report are in agreement with the books of account;
 - e) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
 - f) On the basis of written representations received from the Directors as on 31st March, 2020 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of section 164(2) of the Act.
 - g) With respect to the adequacy of the internal financial controls with reference to financial statement of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure – "II"**".
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors), Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) Company does not have any pending litigation which would impact its financial position;
 - (ii) Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - (iii) No amounts were required to be transferred to the Investor Education and Protection Fund by the company as on 31.03.2020.

For **K. BHANSALI & CO.**
Chartered Accountants
FRN: 322434E

K. S. Bhansali
Proprietor
Membership No. 011716
PAN: AGEPB8070D

Date: 25.06.2020

TOTHE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ONTHE IND-AS FINANCIAL STATEMENTS OF P R HOLDINGS LIMITED

(as referred in Paragraph 1 of Other Legal and Regulatory Matters in Independent Auditor's Report)

We report on the matters contained in Paragraph 3 of the Companies (Auditor's Report) Order, 2016 as follows:

- i) a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) According to the information and explanation given to us, those fixed assets were physically verified by the management at reasonable intervals & no material discrepancies have been noticed.
 - c) According to the information and explanation given to us, there is no immovable property held by the company.
- ii) According to the information and explanation given to us, there is no inventory held by the company. So, this clause is not applicable to the Company.
- iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, secured or unsecured, to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, sub clause (a), (b), and (c) of this clause are not applicable to this company;
- iv) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, made investments, provide guarantees or securities under section 185 & 186 of the Companies Act, 2013;
- v) The Company has not accepted any deposits from the public in accordance with the provisions of sections 73 to 76 of the Act and the rules framed there under.
- vi) Company is not covered by the Companies (Cost Records and Auditors) Rules, 2014; so this clause is not applicable to company.
- vii) According to the information and explanations given to us, in respect of statutory dues:
 - a. The Company has been regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, Income Tax, sales tax, goods and services tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it with the appropriate authorities and as on 31.03.2020, no amount was outstanding for a period of more than six months from the date they became payable;
 - b. No dues were required to be deposited on account of any dispute with income tax or sales tax or service tax or duty of customs or duty of excise or value added tax. Therefore, this sub-clause is not applicable for this company;
- viii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company does not have any loans or borrowing from a financial institution, bank, Government or dues to debenture holders, therefore, this clause of the Order is not applicable to this company;
- ix) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company did not raise any moneys by way of IPO / FPO (including debt instruments) and term loans during the year, therefore, this clause of the Order is not applicable to this company;
- x) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, no fraud by Company or any fraud on the company by its officers or employees has been noticed or reported during the year;
- xi) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, Managerial Remuneration has been paid during the year, is in accordance with section 197 of Companies Act, 2013.

- xii) The Company is not Nidhi company, therefore, the provisions of clause (3) (xii) of the Order are not applicable to the company;
- xiii) In our opinion and according to the information and explanations given to us, all related party's transactions are in compliance with sections 177 and 188 of Companies Act, 2013 and the details of same have been disclosed in Ind AS financial statements etc., as required by the applicable accounting standards;
- xiv) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not made any preferential issue / private placement of shares or debentures during reporting period, therefore, this clause of the Order is not applicable to this company;
- xv) According to the information and explanations given to us and on the basis of our examination of the books of account, the company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934.
- xvi) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not entered into any non – cash transactions with directors or person connected with him, during the reporting period, therefore, this clause of the Order is not applicable to this company;

For **K. BHANSALI & CO.**
Chartered Accountants
FRN: 322434E

K. S. Bhansali
Proprietor
Membership No. 011716
PAN: AGEPB8070D

Date: 25.06.2020

TOTHE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ONTHE IND-AS FINANCIAL STATEMENTS OF P R HOLDINGS LIMITED

(As referred in Paragraph 2(g) of Other Legal and Regulatory Matters in Independent Auditor’s Report)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)*

We have audited the internal financial controls over financial reporting of **P R HOLDINGS LIMITED** (“the Company”) as of March 31, 2020 in conjunction with our audit of the IndAS financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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. 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 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 of 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was established and maintained and if 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the Ind AS 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 over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes 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 OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, 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 evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting 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.

For **K. BHANSALI & CO.**
Chartered Accountants
FRN: 322434E

K. S. Bhansali
Proprietor
Membership No. 011716
PAN: AGEPB8070D

Date: 25.06.2020

** There is amendment in **clause (i) of sub-section 3 of section 143 of the companies act, 2013**, which substitute "internal financial control over financial reporting" by "internal financial control with reference to financial statement". However, no guidance note is issued by concerned authority on internal financial control with reference to financial statement. Hence, Auditors has given opinion on internal financial control over financial reporting.*

P R HOLDINGS LIMITED

CIN: L27310DL1983PLC314402

AUDITED BALANCE SHEET as at March 31, 2020 (Amount in Rs.)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	69,465.00	78,006.00
(b) Financial assets			
(i) Loans	4	11,300,000.00	13,600,000.00
(ii) Other financial assets	5	1,800,000.00	1,800,000.00
		13,169,465.00	15,478,006.00
Current assets			
(a) Inventories	6	-	1,113,381.00
(b) Financial Assets			
(i) Investments	7	98,955.00	481,475.00
(ii) Trade receivables	8	-	144,720.00
(iii) Cash and cash equivalents	9	1,681,344.00	395,068.00
(iv) Advances	10	17,900,000.00	15,600,000.00
(c) Other current assets	11	1,777,685.00	1,638,307.00
		21,457,984.00	19,372,951.00
TOTAL		34,627,449.00	34,850,957.00
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	18,900,000.00	18,900,000.00
Other equity		15,666,829.00	15,843,687.00
		34,566,829.00	34,743,687.00
Liabilities			
Current Liabilities			
(a) Other current liabilities	13	60,620.00	82,270.00
(b) Provisions	14	-	25,000.00
		60,620.00	107,270.00
Total equity and liabilities		34,627,449.00	34,850,957.00

Refer accompanying Note nos. 1 to 23 forming part of the financial statements

In terms of our Report attached of the even date

For K. BHANSALI & CO.
Chartered Accountants
Firm's Registration No. 322434E

K. S. Bhansali
Proprietor
Membership No. 011716
PAN: AGEPB8070D

Date : 25.06.2020

For and on behalf of Board of Directors
Richa Gupta Meena Aggarwal
(WTD & CFO) Director
DIN : 07223813 DIN : 07153996

Mohit Sachdeva - A46298
Company Secretary cum compliance Officer

P R HOLDINGS LIMITED

CIN: L27310DL1983PLC314402

Statement of Profit and Loss for the year ended March 31, 2020

(Amount in Rs.)

Particulars	Note No.	Year Ended March 31, 2020	Year Ended March 31, 2019
I Revenue from operations (gross)	15	1,213,381.00	300,000.00
II Receipts / Income from other sources	16	1,132,270.00	1,079,402.85
III Total Income (I + II)		2,345,651.00	1,379,402.85
IV Expenses:			
Change in inventories		1,113,381.00	-
Employee benefits expense	17	958,000.00	801,810.00
Depreciation and amortisation expense	3	8,541.00	9,922.00
Other expenses	18	442,587.00	474,498.46
Total Expenses		2,522,509.00	1,286,230.46
V Profit/(loss) before exceptional item and tax (III-IV)		(176,858.00)	93,172.39
VI Exceptional item		-	-
VII Profit/(loss) before tax (V-VI)		(176,858.00)	93,172.39
VIII Tax expense/(credit):			
Current tax		-	25,000.00
Deferred tax		-	-
IX Profit/(loss) for the year (VII-VIII)		(176,858.00)	68,172.39
X Other Comprehensive income/(loss)			
Item that will not be subsequently reclassified to profit or loss			
(a) Re-measurement gains/(losses) on defined benefit obligations		-	-
(b) Income tax effect		-	-
Item that may be subsequently reclassified to profit or loss:			
(a) Cash flow hedges		-	-
(b) Income tax effect		-	-
Total Other Comprehensive income/(loss) for the year		-	-
XI Total Comprehensive income/(loss) for the year		(176,858.00)	68,172.39
XII Earnings/(loss) per equity share (of Rs. 10/- each)			
Basic and Diluted (in Rs. per share)	19	(0.09)	0.036

Refer accompanying Note nos. 1 to 23 forming part of the financial statements

In terms of our Report attached of the even date

For K. BHANSALI & CO.
Chartered Accountants
Firm's Registration No. 322434E

K. S. Bhansali
Proprietor
Membership No. 011716
PAN: AGEPB8070D

Date : 25.06.2020

For and on behalf of Board of Directors

Richa Gupta
(WTD & CFO)
DIN : 07223813

Meena Aggarwal
Director
DIN : 07153996

Mohit Sachdeva - A46298
Company Secretary cum compliance Officer

P R HOLDINGS LIMITED

P R HOLDINGS LIMITED

CIN: L27310DL1983PLC314402

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rs.)

	Year ended 31.03.2020	Year ended 31.03.2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extraordinary items	(176,858)	93,172
Interest Received	(1,115,261)	(1,068,125)
Depreciation	8,541	9,922
Interest Received on IT Refund	(9,930)	-
Other Income	(7,079)	(1,657)
Operating profit before working capital changes	(1,300,587)	(966,688)
(Increase)/Decrease in other Receivables	-	20,120
(Increase)/Decrease in Inventories	1,113,381	-
(Increase)/Decrease in Investments	382,520	-
(Increase)/Decrease in Trade Receivables	144,720	-
(Increase)/Decrease in other current assets	(139,378)	(65,194)
Increase/(Decrease) in current liabilities	(46,650)	46,700
Provision for Tax/ Direct Taxes Paid	-	1,454,593
CASH FLOW GENERATED FROM OPERATIONS	154,006	(990,062)
Net cash used in operating activities (A)	154,006	(990,062)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Loans/ Advances received back	-	4,000,000
Loans/ Advances given	-	(4,000,000)
Interest received	1,115,261	1,068,125
Other income	17,009	1,657
Net cash flow from investing activities (B)	1,132,270	1,069,782
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Share Capital	-	-
Net cash flow from financing activities (C)	-	-
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B)	1,286,276	79,720
CASH AND CASH EQUIVALENTS		
Beginning of the year	395,068	315,348
End of the year	1,681,344	395,068

In terms of our Report attached of even date

For K. BHANSALI & CO.
Chartered Accountants
Firm's Registration No. 322434E

K. S. Bhansali
Proprietor
Membership No. 011716
PAN: AGEPB8070D

Date : 25.06.2020

For and on behalf of Board of Directors

Richa Gupta
(WTD & CFO)
DIN : 07223813

Meena Aggarwal
Director
DIN : 07153996

Mohit Sachdeva - A46298
Company Secretary cum compliance Officer

P R HOLDINGS LIMITED

CIN: L27310DL1983PLC314402

Statement of Changes in Equity for the year ended March 31, 2020

A Equity share capital

(Amount in Rs.)

Particulars	As at March 31, 2020	
	Shares	Amount
Equity shares of Rs. 10 each issued, subscribed and fully paid:		
As at April 1, 2018	1890000	18,900,000.00
As at March 31, 2019	1890000	18,900,000.00
As at March 31, 2020	1890000	18,900,000.00

B Other equity

(Amount in Rs.)

Particulars	Reserve and Surplus				TOTAL
	Securities Premium Reserve	Retained Earnings	Total reserves (other than OCI)	OCI	
Balance as at April 1, 2018	9,100,000.00	6,675,515.00	15,775,515.00	-	15,775,515.00
Profit for the year	-	68,172.00	68,172.00	-	68,172.00
Other comprehensive income/(loss) for the year	-	-	-	-	-
Total comprehensive income/(loss) for the year	-	68,172.00	68,172.00	-	68,172.00
Balance as at March 31, 2019	9,100,000.00	6,743,687.00	15,843,687.00	-	15,843,687.00
Loss for the year	-	(176,858.00)	(176,858.00)	-	(176,858.00)
Other comprehensive income/(loss)	-	-	-	-	-
Total comprehensive income/(loss)	-	(176,858.00)	(176,858.00)	-	(176,858.00)
Balance as at March 31, 2020	9,100,000.00	6,566,829.00	15,666,829.00	-	15,666,829.00

Refer accompanying Note nos. 1 to 23 forming part of the financial statements

In terms of our Report attached of even date

For K. BHANSALI & CO.
Chartered Accountants
Firm's Registration No. 322434E

K. S. Bhansali
Proprietor
Membership No. 011716
PAN: AGEPB8070D

Date : 25.06.2020

For and on behalf of Board of Directors

Richa Gupta
(WTD & CFO)
DIN : 07223813

Meena Aggarwal
Director
DIN : 07153996

Mohit Sachdeva - A46298
Company Secretary cum compliance Officer

P R HOLDINGS LIMITED

CIN: L27310DL1983PLC314402

NOTES to the Ind-AS Financial Statements for the year ended March 31, 2020

1. COMPANY OVERVIEW

P R Holdings Limited ("the Company") was incorporated on January 14, 1983 and is carrying out the business of Project Management & Consultancy & Support Services, Real Estate - developers & builders & collaborators & trading & investment & dealer & underwriters, Commission Agents, Brokers, Service Providers, Trading, Agency, Commission, Business/ Management Consultancy, Importer, Exporters, Distributors, etc., and to take on lease basis etc., Certificate of Commencement of Business was issued by ROC dated January 21, 1983.

Special Business was transacted in 32nd AGM held on 26.09.2015 for the following items:

- i) To increase Authorized Capital from Rs. 24,50,000/- to Rs. 3,24,50,000/-.
- ii) To adopt New Set of Regulations/ Articles of Association in place of existing Articles based on Table "F" of the Schedule I which sets out the model articles of association for a company limited by shares.
- iii) To issue Bonus Equity Shares in the ratio of 3:1
- iv) To issue Equity Shares on preferential basis.

Registered office of the company was shifted from the State of Assam to Delhi vide Certificate of Registration of Regional Director vide order u/s 13(5) bearing date 20.02.2017 and finally stand shifted vide Certificate dated 14.03.2017 issued by ROC - Delhi.

The Equity Shares stand listed on CSE & MSEI.

2. SIGNIFICANT ACCOUNTING POLICIES

A. General information and statement of compliance with Ind AS

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind-AS') specified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented.

These financial statements were approved for issue by the Board of Directors.

B. Basis of preparation of Financial Statements

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

C. Functional and presentation currency

These Ind-AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency.

D. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing sales taxes and other indirect taxes.

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 a 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.

E. Property, Plant and Equipment

(i) Property, plant and equipment

The Company has applied Ind-AS 16 with retrospective effect for all of its property, plant and equipment as at the transition date, viz., 1 April 2016.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and

Notes to the Ind AS financial statements for the year ended March 31, 2020

maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred.

Gains and losses on 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/ other expenses in statement of profit and loss.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(ii) Depreciation

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a written down value basis over its expected useful life.

Major inspection and overhaul costs are depreciated over the estimated life of the economic benefit derived from such costs. The carrying amount of the remaining previous overhaul cost is charged to the statement of profit and loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and changes in estimates, if any, are accounted for prospectively.

F. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

G. Inventories

Inventories are valued at the lower of cost and net realizable value except scrap and by products which are valued at net realizable value.

Costs incurred in bringing the inventory to its present location and condition, are accounted for as follows:

- a. Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- b. Finished goods and work in progress: cost includes cost of direct materials and labor and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Obsolete inventories are identified and written down to net realizable value. Slow moving and defective inventories are identified and provided to net realizable value.

H. Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

P R HOLDINGS LIMITED

CIN: L27310DL1983PLC314402

DEPRECIATION FOR THE YEAR ENDED 31.03.2020

Notes to the Ind AS financial statements for the year ended March 31, 2020

3. Property, Plant and Equipments (Amount in Rs.)

Particular	Gross Block		Accumulated Depreciation		Net Block	
	01.04.2019	Additions/ Adjustments 31.03.2020	01.04.2019	Charge for the year 31.03.2020	31.03.2020	31.03.2019
(A) Computers Computer	23,500.00	-	20,734.00	876.00	1,890.00	2,766.00
(B) Furniture & Fixtures Furniture & Fixture	107,000.00	-	35,589.00	6,784.00	64,627.00	71,411.00
(C) Office Equipments Mobile	9,500.00	-	5,671.00	881.00	2,948.00	3,829.00
Total	140,000.00	-	61,994.00	8,541.00	69,465.00	78,006.00
Total - Previous Year	140,000.00	-	52,072.00	9,922.00	78,006.00	87,928.00

Notes to Financial statements for the year ended March 31, 2020

4. Financial assets - Non current : Loans

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good Receiveble in cash or in kind or for value to be recd.	11,300,000.00	13,600,000.00
TOTAL	11,300,000.00	13,600,000.00

5. Financial assets - Non current : Others

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good Security deposits	1,800,000.00	1,800,000.00
TOTAL	1,800,000.00	1,800,000.00

6. Inventories

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Equity Shares (Quoted) Modi Xerox Ltd. (F.V.-Rs.10) (Qty : 124)	-	1,240.00
Videcon Industries (F.V.-Rs.10) (Qty : 31)	-	7,035.00
JSW Ispat Steel Ltd. (F.V. - Rs.10) (Qty : 140)	-	1,197.00
India Cement Ltd. (F.V.-Rs.10) (Qty : 31)	-	1,835.00
World Link Finance Ltd. (F.V.-Rs.10) (Qty : 787196)	-	1,102,074.00
TOTAL	-	1,113,381.00

7. Financial assets - Current : Investments

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
A) EQUITY SHARES (QUOTED) Jeewan Commercial Ltd. (F.V.-Rs.10) (Qty : 48000)	-	144,720.00
Decorous Invest. & Trad. Co. Ltd. (F.V.-Rs.10) (Qty : 9600)	29,248.00	29,248.00
Swagtam Trading & Services Ltd. (F.V.-Rs.10) (Qty : 21900)	69,707.00	69,707.00
B) EQUITY SHARES (UNQUOTED) Duncan Macneill Mines & Granites Ltd. (F.V.-Rs.10) (Qty : 717500)	-	175,000.00
First and Second E.com Pvt. Ltd. (F.V.-Rs.10) (Qty : 1260000)	-	62,800.00
TOTAL	98,955.00	481,475.00

Market Value of quoted Investment is Rs. 363,000/- in Current Year and Rs. 3,63,000/- Previous Year

P R HOLDINGS LIMITED

Notes to Financial statements for the year ended March 31, 2020

8. Financial assets - Current : Trade receivables

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Others	-	144,720.00
TOTAL	-	144,720.00

9. Financial Assets - Current : Cash and cash equivalents

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with Banks	1,604,817.00	281,877.00
Cash on Hand	76,527.00	113,191.00
TOTAL	1,681,344.00	395,068.00

10. Financial assets - Current : Advances

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Advance against Purchase of Property	17,900,000.00	15,600,000.00
TOTAL	17,900,000.00	15,600,000.00

11. Other current assets

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Interest accrued	248,042.00	20,713.00
TDS Receivables	1,025,890.00	1,117,594.00
Security Deposit	500,000.00	500,000.00
Other Receivables	3,753.00	-
TOTAL	1,777,685.00	1,638,307.00

Notes to Financial statements for the year ended March 31, 2020

12. Share capital

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Authorised Equity shares 32,45,000 of par value Rs.10/- each	32,450,000.00	32,450,000.00
Issued, subscribed and fully Paid up Equity shares 18,90,000 of par value Rs.10/- each	18,900,000.00	18,900,000.00
TOTAL	18,900,000.00	18,900,000.00

(I) Reconciliation of the number of shares and amount outstanding as at the beginning and at the end of the reporting period :

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
EQUITY SHARES Equity shares outstanding at the beginning and end of the year (18,90,000 shares of Rs. 10 each)	18,900,000.00	18,900,000.00
TOTAL	18,900,000.00	18,900,000.00

(ii) Details of shares held by each shareholder holding more than 5% shares

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
EQUITY SHARES	No. of Shares (%)	No. of Shares (%)
S. L. Gupta	384000 (20.32)	384000 (20.32)
TOTAL	384000 (20.32)	384000 (20.32)

13. Other current liabilities

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Statutory liabilities	-	29,320.00
Expenses payable	60,620.00	52,950.00
TOTAL	60,620.00	82,270.00

14. Provisions

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Income Tax	-	25,000.00
TOTAL	-	25,000.00

15. Revenue from operations

(Amount in Rs.)

Particulars	Year Ended 31.03.2020	Year Ended 31.03.2019
Consultancy Income	100,000.00	300,000.00
Sale of Shares	1,113,381.00	-
TOTAL	1,213,381.00	300,000.00

P R HOLDINGS LIMITED

Notes to Financial statements for the year ended March 31, 2020

16. Receipts / Income from Other Sources

(Amount in Rs.)

Particulars	Year Ended 31.03.2020	Year Ended 31.03.2019
Interest	1,115,261.00	1,068,125.00
Interest on I.T. Refund	9,930.00	-
Adjustment of Income Tax	7,079.00	-
Misc. Income	-	11,277.85
TOTAL	1,132,270.00	1,079,402.85

17. Employee benefits expense

(Amount in Rs.)

Particulars	Year Ended 31.03.2020	Year Ended 31.03.2019
Salary	958,000.00	801,810.00
TOTAL	958,000.00	801,810.00

18. Other Expenses

(Amount in Rs.)

Particulars	Year Ended 31.03.2020	Year Ended 31.03.2019
Advertisement Exp	15,360.00	11,040.00
Bank Charges	5,033.57	1,230.46
Charges to CDSL	9,000.00	9,000.00
Charges to NSDL	9,000.00	12,409.00
Conveyance Exp	25,000.00	24,000.00
Courier & Postage Exp	5,929.00	5,138.00
Interest paid on TDS	178.00	13.00
RTA/DP Charges - Alankit Assignments Ltd.	15,800.00	36,238.00
Fee to MSEI - Exchange	55,000.00	55,000.00
Office Exp	34,800.00	55,600.00
Rent	72,000.00	72,000.00
Telephone Exp	29,000.00	30,000.00
Professional charges	13,100.00	12,400.00
<u>Auditor's Remuneration</u>		
Audit fee	25,000.00	25,000.00
Printing and Stationary	40,500.00	40,500.00
Filing Fee	6,600.00	10,800.00
Secretarial Audit Fee	15,000.00	30,000.00
Internal Audit Fee	10,000.00	10,000.00
Balance written off	20,713.00	-
Website maintenance charges	3,500.00	4,130.00
Loss on Sale of Shares	2,074.00	-
Misc Exp	29,999.42	30,000.00
TOTAL	442,587.00	474,498.46

19. Earnings per share (EPS)

(Amount in Rs.)

Particulars	Year Ended 31.03.2020	Year Ended 31.03.2019
Net profit/(loss) after tax for the year (in Rs.)	(176,858.00)	68,172
Weighted number of ordinary shares for basic EPS	1,890,000	1,890,000
Nominal value of ordinary share (in Rs. 10/- per share)	10	10
Basic & Diluted earnings for ordinary shares	(0.09)	0.036

Notes which are integral part of financial statements for the year ended March 31, 2020

20. Earnings per share

Basic earnings per share is computed by dividing the profit/(loss) for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

21. Advances, Loans, etc.

In the opinion of the Board, all the Current Assets, Advances, Loans, etc., have a value on realization in ordinary course of business at least equal to the amount at which these are stated.

Statements of Accounts/ Confirmations have been sent by speed-post/ email on quarterly basis to Parties but from some of the parties, the same are pending receipts and reconciliation. The adjustments, if any, will be made accordingly.

22. Segment Reporting

Income of the company is primarily from principal business of real estate, consultancy services, commission, agency, etc.

23. Previous year's figures

Previous year's figures have been regrouped / rearranged / reclassified wherever necessary to correspond with the current year's classification / disclosures.

In terms of our Report of even date attached.

For K. BHANSALI & CO.
Chartered Accountants
Firm's Registration No. 322434E

K. S. Bhansali
Proprietor
Membership No. 011716
PAN: AGEPB8070D

Date : 25.06.2020

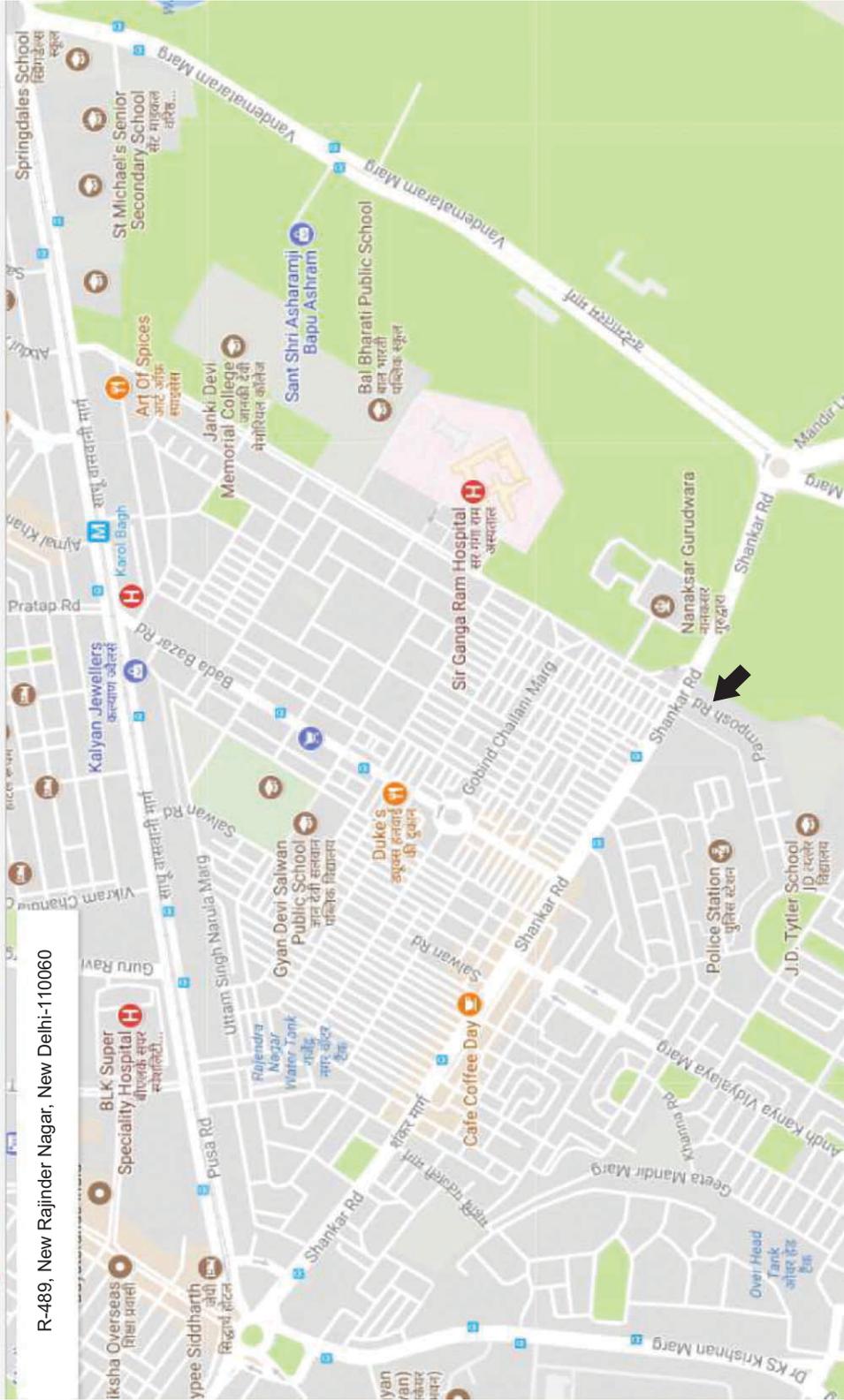
For and on behalf of Board of Directors

Richa Gupta
(WTD & CFO)
DIN : 07223813

Meena Aggarwal
Director
DIN : 07153996

Mohit Sachdeva - A46298
Company Secretary cum compliance Officer

ROAD MAP



P R HOLDINGS LIMITED

Regd. Office: R-489, GF-C, New Rajinder Nagar, New Delhi- 110060
Tel : 011-42475489 Website : www.prholding.in Email : prholding1983@gmail.com
CIN: L27310DL1983PLC314402

37TH ANNUAL GENERAL MEETING
THURSDAY, 24TH SEPTEMBER, 2020, at 10:00 A.M.
through VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM'),
however, THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED
OFFICE OF COMPANY AT 'R-489, GF-C, NEW RAJINDER NAGAR, NEW DELHI – 110060'

ELCTRONIC VOTING PARTICULARS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereafter, the Resolutions proposed at the 37th AGM will be transacted through remote E-Voting (facility to cast vote from a place other than the venue of the AGM)

EVEN (E-voting Event Number)	User ID	Password
113361		

Please refer to various Notes & Instructions in NOTICE of AGM

REGISTRATION OF E-MAIL & CONTACT DETAILS & PAN, etc. FOR FUTURE COMMUNICATION

Name of the Shareholder :

PAN :

AADHAR :

Telephone No. :

Mobile No. :

Email ID:

Registered Address:

City:

State:

Pincode:

Registered Folio No. / DP ID & Client ID No.:

No. of Shares held:

Signature of the Shareholder

Name of the Shareholder:

Ledger Folio No/ DP ID & Client ID No.:

Address:

No. of Shares held:

Email Id:

Tel/ Mobile No. :

Affix
Revenue
Stamp

S. No	RESOLUTIONS as per NOTICE of AGM	OPTIONAL*	
		FOR	AGAINST
Ordinary Business – Ordinary Resolution(s) :-			
1.	To receive, consider & adopt the Audited Balance Sheet and Statement of Profit & Loss as at 31.03.2020 and Cash Flow Statement, etc. for the year ended 31.03.2020 alongwith the Reports of Auditors & Directors thereon		
2.	To re-appoint of Mrs. Richa Gupta (DIN: 07223813) as the Director who retires by rotation & being eligible offers herself for re-appointment.		
3.	To re-appoint M/s K. BHANSALI & CO., Chartered Accountants, FRN 322434E as the Statutory Auditor of the Company for FY 2020 21.		
Special Business – Special Resolution(s) :-			
4.	To confirm re-appointment of Mrs. Richa Gupta (DIN: 07223813) as Whole Time Director & Chief Financial Officer of the Company for a period of 5(Five) consecutive years.		
5.	To confirm Re-appointment of Ms. Meena Aggarwal (DIN: 07153996) as Non-Executive Independent Director for a term/period of next 5(Five) consecutive years.		
6.	To confirm Re-appointment of Mr. Raman Mittal (DIN: 06877244) as Non-Executive Independent Director for a term/period of next 5(Five) consecutive years		

Signature of Shareholder:

Signed this day of September, 2020

Notes:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office, not less than 48 hours before the commencement of the AGM.
2. For the Resolutions and Notes, please refer to NOTICE of 37TH AGM.
3. Please fill-in/complete all details required above before submission in order to be effective.

