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SEPARATE ANNEXURE
 POSTAL BALLOT NOTICE, POSTAL BALLOT FORM, ETC.
 ● CHANGE IN SITUATION OF REGISTERED OFFICE

| 33RD ANNUAL GENERAL MEETING | |
|------------------------------------|---|
| Date | 28.09.2016 |
| Day | WEDNESDAY |
| Time | 10:30A.M. |
| Place | S 6 & 7, G. S. TOWER, CHATTRIBARI ROAD, GUWAHATI, ASSAM - 781001 |

P R HOLDINGS LIMITED

CORPORATE INFORMATION

| BOARD OF DIRECTORS | | |
|---------------------------|---------------|---------------------------|
| Mr. Deepak Sharma | DIN: 00293945 | Director |
| Mr. Raman Mittal | DIN: 06877244 | Independent Director |
| Ms. Meena Aggarwal | DIN: 07153996 | Independent Director |
| Mrs. Richa Agarwal | DIN: 07223813 | Whole Time Director & CFO |

| | |
|--|--|
| 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 : L27310AS1983PLC007154 Date of Incorporation : 35677 dated 14.01.1983 Date of Commencement : 35677 dated 21.01.1983 PAN : AAACP6895R ISIN : INE160T01014 LISTING : 1. MSEI (MCX) 2. Calcutta Stock Exchange Ltd. - CSE 3. Delhi Stock Exchange Ltd* - DSE (*DSE stands <i>de-recognized</i>) |
|--|--|

| | |
|---|---|
| BANKERS 1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar, New Delhi – 110060 | REGISTRAR Alankit Assignments Limited R.O: 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 4254-1960 |
|---|---|

OFFICES

| | |
|--|---|
| REGISTERED OFFICE S-6 & 7, G. S. TOWER, CHATRIBARI ROAD, GUWAHATI, ASSAM - 781001 | CORPORATE OFFICE 2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110 057 |
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CONTACTS DETAILS

| | |
|---|--|
| Tel : 09818847497 Fax : 011-26143394 | Email : prholding1983@gmail.com Website : www.prholding.in |
|---|--|

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,

NOTICE IS HEREBY GIVEN THAT 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON WEDNESDAY, 28.09.2016 AT 10:30 A.M. AT S-6 & 7, G. S. TOWER, CHATRIBARI ROAD, GUWAHATI, ASSAM - 781001

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

ORDINARY BUSINESS

ITEM NO. – 1:

To receive, consider and adopt the Audited Balance Sheet at 31st March 2016 and the Profit and loss Account & Cash Flow Statements of the Company for the financial year ended March 31, 2016, along with the Report of Auditors and Directors thereon.

ITEM NO. – 2:

To appoint a Director in place of Mr. Deepak Sharma (DIN: 00293945), who retires by rotation and being eligible offers himself 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 in this regard, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions 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.”

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

**Date : 20.08.2016
Place : New Delhi**

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

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint one or more proxies to attend and to vote on a poll instead of himself / herself and a proxy so appointed need not be a member of the company. The instrument of Proxy in order to be effective must be received at the company's Corporate / Registered Office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM i.e. by 10:30 A.M. on 28.09.2016
2. Corporate Members intending to send 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 authorising the representatives to attend and vote on their behalf at the AGM.

P R HOLDINGS LIMITED

3. Members are requested to bring their Attendance Slips duly filled-in and signed as per the specimen signature recorded with the company for attending the meeting along with Annual Report already circulated to them.
4. 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.
5. Register of Members and Share Transfer Books of the company will remain closed from 26.09.2016 to 28.09.2016 (both days inclusive).
6. Queries proposed to be raised at the AGM may be sent to the Company at its Corporate / Registered Office at least Seven days prior to the date of AGM to enable the Management to compile the relevant information and to reply the same.
7. Copies of the Memorandum and Articles of Association of the Company and the Documents referred to in the Notice, etc., shall be open for inspection at the Corporate / Registered Office of the Company on any working day (Monday to Friday) between 11 A.M. and 5 P.M. up to the date of the AGM.
8. Members who hold shares in de-materialized form are requested to bring their Client ID and DP ID Numbers for easier identification of their attendance at the meeting.
9. Brief profile of the Directors seeking appointment / re-appointment, forms part of the Notice.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent or to the Company.
11. Securities and Exchange Board of India (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 details to Registrar and Transfer Agent or to the Company.
12. 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 along with Pin Code, Contact Number(s), and E-mail ID, etc., to the Registrar and Share Transfer Agent or to the Company.
13. Electronic copy of the Annual Report for 2015-16 is being sent to all the Members whose Email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of E-voting alongwith Attendance Slip & Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2015-16 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 Corporate and Registered Office in Delhi and Assam, respectively, 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, the shareholders may also send requests to the Company's email id: prholding1983@gmail.com.
16. 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.

17. "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 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.
18. Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the 33rd Annual General Meeting.
19. Detailed procedure for "Remote E-voting" is :

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 Clause 35B of the Listing Agreements with Stock Exchanges, the company is providing members facility to exercise their right to vote on resolution proposed to be passed in the 33rd Annual General Meeting (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 Holdings 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.nsd.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.nsd.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 remote "**e-Voting**" opens. Click on e-Voting: Active Voting Cycles.
7. Select Electronic Voting Event Number "EVEN" of P R Holdings Ltd. [104665] 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 24.09.2016 (09:00 AM) till 27.09.2016 (05:00 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 your vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPEG 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" of P R Holdings Ltd. [104665] 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

- a. The E-voting period begins at 09:00 A.M. on Saturday, 24.09.2016 and ends at 5:00 P.M. on Tuesday, 27.09.2016. During this period Members' of Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e, **21.09.2016** 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.
- b. 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.
- c. The 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.
- d. 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 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.
- e. 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. 21.09.2016.
- f. 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. 21.09.2016 only shall be entitled to avail the facility of remote e-voting / Poll at AGM.
- g. 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 Mr. Rajiv Ranjan, Assistant Manager NSDL at designated email ids evoting@nsdl.co.in or RajivR@nsdl.co.in or at telephone nos 022-24994600/ 022-24994738. Members may also address their queries relating to e-voting to the e-mail ID rt@alankit.com
- h. 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.
- i. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint-holders.
- j. Scrutinizer, after scrutinising the votes cast at the meeting through poll / show of hand and through remote e-voting, shall within a period not exceeding (3) three days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The Results declared along with the "consolidated scrutinizer's report" shall be placed on the website of the Company www.prholding.in and on the website of NSDL www.evoting.nsdl.com 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**

**Date : 20.08.2016
Place : New Delhi**

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

DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors present herewith the 33rd Annual Report for the year ended 31.03.2016.

FINANCIAL RESULTS

(In Rupees)

| Particulars | For the Year Ended 31.03.2016 | For the Year Ended 31.03.2015 |
|------------------------------|----------------------------------|----------------------------------|
| Income from Operations | 2,185,000 | 1,165,175 |
| Other Income | 144,642 | 1,633 |
| Total Income | 2,329,642 | 1,166,808 |
| Total Expenditure | 2,274,297 | 947,118 |
| Profit/(Loss) before tax | 55,345 | 219,690 |
| Current Tax | 18,000 | 48,500 |
| Tax Relating to Earlier Year | - | - |
| Net Profit/(Loss) | 37,345 | 171,190 |

FINANCIAL HIGHLIGHTS

During the year under review your company carried out the business of Real Estate, **Agency, Trading, Commission, Distribution**, etc. Company has earned the total revenue of Rs. 2,329,642/-. Net Profit after Tax for the year under consideration is Rs. 37,345/-. 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

Company has not transferred any amount to General Reserve during financial year ended 31.03.2016.

LIQUIDITY

We continue to maintain sufficient funds to meet our strategic objective.

DIVIDEND

In view of the requirement of funds, your Directors do not consider it desirable to recommend any dividend in the current year.

CAPITAL

Authorised share capital of the Company as on 31.03.2016 is Rs. 32,450,000/- divided into 3,245,000 Equity Shares of Rs. 10/- each and the paid capital of the Company as on 31.03.2016 stands at Rs. 18,900,000/-.

Members in their meeting/AGM held on 26th September, 2015 had approved/ resolved to create ,issue & allot upto 10,00,000 (Ten lacs only) Equity Shares of face value of Rs. 10/- (Rupees Ten) each at a premium of Rs 10/- per share on preferential basis to the non-promoters to finance the business activities of the Company.

During the year, your Company had raised the funds by Preferential Allotment on 18.11.2015 of 9,10,000 equity shares of Rs 10/- each at a premium of Rs. 10/- out of the 10,00,000 shares, under distinctive numbers 98,00,001 to 189,00,000 (both numbers inclusive), on a preferential basis to non promoters to finance the business of the company.

During the year, your Company had issued & allotted 735,000 Bonus Equity Shares on 11.10.2015 of Rs. 10/- each fully paid, under distinctive numbers 24,50,001 to 98,00,000 (both numbers inclusive), in the proportion of 3 (Three) Bonus Equity Share of Rs. 10/- (Rupees Ten) each for every 1 (one) fully paid up Equity Share of Rs. 10/- (Rupees Ten) each to the members of the company.

All Equity Shares of the Company rank pari-passu in all respects.

The Company has not allotted any Debentures / ADR / GDR.

Subsequent to 31st March, 2016 there has been no change in authorized, issued, subscribed and paid-up equity share capital of the company.

P R HOLDINGS LIMITED

DIRECTORS AND KEY MANAGERIAL PERSON

In accordance with the requirements of the Companies Act, 2013 and the Articles of Association, Mr. Deepak Sharma, Director of the Company, retires by rotation and being eligible has expressed his willingness for re-appointment.

Board of Directors comprise of 5(five) Directors as on 31st March 2016, a good combination of Executive, Independent, Non-Independent & Woman Directors, namely Mr. Deepak Sharma, Ms. Meena Aggarwal, Mr. Navin Nischal Prasad, Mr. Raman Mittal and Mrs. Richa Agarwal.

- In accordance with the section 196, 197 read with Schedule V of Companies Act, 2013 Mrs. Richa Agarwal was appointed as director on 30.06.2015 and subsequently on 26.09.2015 was nominated / designated as Whole Time Director & Chief Financial Officer.
- Mr. Raman Mittal (DIN: 06877244) was appointed as Additional Independent Director of the Company on 30.06.2015 and subsequently on 26.09.2015 was nominated / designated as Independent Director of the company.
- Ms. Meena Aggarwal (DIN: 07153996) was appointed as Additional Independent Director of the Company on 30.06.2015 and subsequently on 26.09.2015 was nominated / designated as Independent Director of the company.
- Mr. Deepak Sharma (DIN: 00293945) was appointed as Director w.e.f. 25.09.2009
- Mr. Navin Nischal Prasad resigned from directorship & accepted w.e.f. 13.07.2016

RISK MANAGEMENT POLICY

In terms of the requirement of the Act, the 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 will not participate in the discussion of his / her evaluation.

LOANS, GUARANTEES AND INVESTMENTS

Company has not given any kinds of Guarantee, provided any kind of Security and made any Investments as specified under section 186 of Companies Act, 2013 during the year under review.

PARTICULARS OF EMPLOYEES

During the year under review, the company does not have any employee who is covered under this Clause.

PUBLIC DEPOSITS

Your company has not invited any fixed deposits from the Public and has not accepted fixed deposits and nothing is outstanding.

STATUTORY AUDITORS

M/s K. BHANSALI & CO., Chartered Accountants, FRN – 322434E, Statutory Auditors, of the Company who hold office till the conclusion of the ensuing Annual General Meeting, are eligible for re-appointment, from the ensuing AGM till the conclusion of next AGM. The Certificate for their eligibility has been received.

AUDITORS' REPORT

Auditors Report in respect of the Financial Statements of 31.03.2016 is self Explanatory and does not warrant any further comments / explanation from the Board of Directors.
The company is in the process to appoint suitable competent qualified Company Secretary.

SECRETARIAL AUDITORS

The Board appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2015-16. The Secretarial Audit Report for the financial year 2015-16 is annexed with Directors Report.

The company is in the process to appoint suitable competent qualified Company Secretary.

COST AUDITORS

The provisions of Section 148 of the Companies Act, 2013 does not apply to the Company and hence, no cost auditors are appointed.

EXTRACT OF ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, Extract of Annual Return of the Company in "Form MGT-9" is annexed herewith Director's Report.

PERFORMANCE EVALUATION OF BOARD MEMBERS

As mandated under the SEBI (Listing Obligation and Disclosure Requirement) 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 says 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 of the Companies Act, 2013 states that the performance evaluation of independent director shall be done by the entire Board, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole has been conducted. The Board approved the evaluation results as collated by the nomination and remuneration committee.

MEETINGS OF BOARD DURING REPORTING PERIODS

The followings 14(fourteen) meetings of Board were held during reporting period:

| Sr. No. | Date of Board Meeting | Sr. No. | Date of Board Meeting |
|----------------|------------------------------|----------------|------------------------------|
| 1. | 26.05.2015 | 8. | 11.10.2015 |
| 2. | 30.06.2015 | 9. | 18.11.2015 |
| 3. | 23.07.2015 | 10. | 08.12.2015 |
| 4. | 31.07.2015 | 11. | 14.01.2016 |
| 5. | 12.08.2015 | 12. | 08.02.2016 |
| 6. | 01.10.2015 | 13. | 22.02.2016 |
| 7. | 10.10.2015 | 14. | 28.02.2016 |

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

DECLARATION BY INDEPENDENT DIRECTORS

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

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INDEPENDENT DIRECTORS

Independent Directors of the company have met 2 times in the financial year 2015-16 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.

LISTING OF SHARES

Equity Shares of the Company are listed on MSEI (MCX), Calcutta Stock Exchange Limited (CSE) and Delhi Stock Exchange Limited (DSE stands de-recognised) & Company has complied with the requirement of listing agreement during the period of review.

Listing Fee stands paid to MSEI for & upto 31.03.2017

Annual Custodial Fees stands paid to NSDL & CDSL for & upto 31.03.2017

Company received the Listing and Trading Approvals of 18,90,000 Equity Shares of the Company from MSEI(MCX) w.e.f. 22.01.2016.

UNIFORM LISTING AGREEMENT

SEBI issued Listing Obligations and Disclosure Requirements Regulations, 2015 which become effective from December 1, 2015 by replacing existing Listing Agreement. The Company entered into New Listing Agreement with MSEI (MCX) and Calcutta Stock Exchange Limited during February 2016.

APPOINTMENT OF THE REGISTRAR & SHARE TRANSFER AGENT

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

OPERATIONS

Our reputation for excellence and integrity earned through the consistent delivery of quality work and by adhering the highest 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, commitment and changes occurred between the end of the financial year of the company to which the financial statements relate and the date of the 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. The Insider Trading Policy of the Company explains the guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation of norms. The Insider Trading Policy is available on the website of the Company.

CORPORATE SOCIAL RESPONSIBILITY

Provisions of the Companies Act, 2013 in regards of Corporate Social Responsibility (CSR) do not mandatorily apply on your company,

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions, if any, entered by the Company during the financial year 2015-16 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 Statement which sets out related party disclosures.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) 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

During the year under review, your Company does not have any subsidiary & holding companies and no type of joint-venture, merger or amalgamation.

DEMATERIALISATION OF EQUITY SHARES

74.39% of the equity shares of the Company have been dematerialized as on 31.03.2016, in the interest of the Members in order to provide them safer mode of holding the equity shares and also the faster mode of share transfer on CDSL & NSDL. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories and cast their electronic vote.

ALTERATION OF MEMORANDUM & ARTICLES OF ASSOCIATION

In order to bring the Articles of Association in conformity with the provisions of the Companies Act, 2013, your company Altered the Articles of Association and adopted New Set of Articles of Association based on Table 'F' of the Companies Act, 2013, accordingly New Memorandum & Articles of Association were adopted.

SHIFTING OF REGISTERED OFFICE WITHIN LOCAL LIMITS / SAME CITY

The registered office of the company was shifted, within the local limits of the same city of Guwahati, i.e. from "Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam – 781021" to "S - 6 & 7, G. S. Tower, Chatribari Road, Guwahati, Assam – 781001" w.e.f. 26.05.2016.

SHIFTING OF REGISTERED OFFICE FROM THE STATE OF ASSAM TO NCT OF DELHI

The registered office of the Company is presently situated in the State of Assam at "s-6 & 7, G. S. Tower, Chatribari Road, Guwahati, Assam – 781001", however all the administrative and operational activities of the Company is controlled from New Delhi, therefore, it is in the interest of the Company from administrative as well as economical point of view that Registered Office of the company be shifted to New Delhi from Guwahati, Assam. For this purpose, it is necessary to first amend the Memorandum of Association of the company so as to provide that the registered office of the company shall be situated in National Capital Territory of Delhi as against the existing provision of the State of Assam as provided in Memorandum of Association.

For aforesaid purpose a resolution has been placed in the Notice of Postal Ballot. The aforesaid resolution is required to be passed by way of postal ballot; therefore members are requested to send their Assent / Dissent through Postal Ballot. Notice of Postal ballot along with Explanatory Statement, Notes and Postal Ballot Form is attached to this Notice.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board consisted of five members, one of whom is Executive(CFO) & whole-time director and two are independent directors and two are non-independent directors including one woman director. Board consists of appropriate mix of executive & independent & non-independent & woman directors to maintain the independence of the Board and separate its functions of governance and management.

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The policy on Directors Nomination and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013. There has been no change in the policy since last financial year.

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

During the year under review, 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

The internal financial controls are commensurate with the size and nature of business of the Company.

TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND

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 Investor Education and Protection Fund.

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 their depository participants. Alankit Assignments Limited is the common Share Transfer Agent for both physical and dematerialised mode. Director Ms. Meena Aggarwal, Chairman of shareholders/investor's grievance committee, review the share transfer.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended 31.03.2016 the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31.03.2016 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 compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- (g) are in the process to appoint suitable company secretary.

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

The company did not use any energy during the year under review.

Your Company is conscious about its responsibility to conserve energy, power and other energy sources

wherever possible. We emphasis towards a safe 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 extensively in all spheres of our activities to improve efficiency levels.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO.

Details of Foreign Exchange, Earnings & Outgo are given as below:-

| | 31.03.2016 (Amt.) | 31.03.2015 (Amt.) |
|---------------------------|--------------------------|--------------------------|
| Foreign Exchange earning | Nil | Nil |
| Foreign Exchange outgoing | Nil | Nil |

COMMITTEES OF THE BOARD

The Board has 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(c) 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.
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

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

i) Composition:

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

Ms. Meena Aggarwal is heading the Audit Committee.

| Sr. No. | Name of the Director | Category of Director |
|---------|----------------------|--------------------------------|
| 1. | Ms. Meena Aggarwal | Chairman, Independent Director |
| 2. | Shri Raman Mittal | Member, Independent Director |
| 3. | Ms. Richa Agarwal | Member, Executive Director |

Audit Committee has been constituted by the Board of Directors in its Board meeting held on 30.03.2015, to inter-alia to look in to the matters related to the Financial Reporting and Compliance of the Company with regulatory & legal requirements. The company is in the process to appoint suitable company secretary.

Meeting and attendance:

Audit Committee have met 8(eight) times i.e. 26.05.2015, 12.08.2015, 01.10.2015, 10.10.2015, 18.11.2015, 08.12.2015, 08.02.2016 and 22.02.2016 during the Financial Year 2015-16.

| Sr. No. | Name of the Member | Meetings Held | Meetings Due & Attended |
|---------|--------------------|---------------|-------------------------|
| 1. | Shri A. C. Laha | 8 | 1 |
| 2. | Shri N. N. Prasad | 8 | 1 |
| 3. | Ms. Lalita Mittal | 8 | 1 |
| 4. | Ms. Meena Aggarwal | 8 | 7 |
| 5. | Shri Raman Mittal | 8 | 7 |
| 6. | Mrs. Richa Agarwal | 8 | 7 |

[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 of the Company 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, Independent Director |
| 2. | Ms. Meena Aggarwal | Member, Independent Director |
| 3. | Ms. Richa Agarwal | Member, Executive 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 has met once i.e. on 30.06.2015 during the financial year 2015-16.

| Sr. No. | Name of the Member | Meetings Held | Meetings Due & Attended |
|---------|--------------------|---------------|-------------------------|
| 1. | Shri Deepak Sharma | 1 | 1 |
| 2. | Shri N. N. Prasad | 1 | 1 |
| 3. | Ms. Lalita Mittal | 1 | 1 |

DETAILS OF REMUNERATION PAID TO THE DIRECTORS

| S.No. | Director | Remuneration (in Rs.) |
|-------|--------------------|-----------------------|
| 1. | Mrs. Richa Agarwal | 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

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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, Independent Director |
| 2. | Ms. Richa Agarwal | Member, Executive Director |
| 3. | Shri Raman Mittal | Member, Independent Director |

Ms. Meena Aggarwal is heading the Committee.

Meeting and Attendance:

Shareholders'/Investors' Grievance Committee have met four times i.e. 04.04.2015, 16.07.2015, 03.10.2015, and 14.01.2016 during Financial Year 2015-16.

| Sr. No. | Name of the Member | Meetings Held | Meetings Due & Attended |
|---------|--------------------|---------------|-------------------------|
| 1. | Shri A. C. Laha | 4 | 1 |
| 2. | Shri N. N. Prasad | 4 | 1 |
| 3. | Ms. Lalita Mittal | 4 | 1 |
| 4. | Ms. Meena Aggarwal | 4 | 3 |
| 5. | Ms. Richa Agarwal | 4 | 3 |
| 6. | Shri Raman Mittal | 4 | 3 |

COMPLAINTS STATUS

| | |
|------------|------|
| Received | None |
| Unresolved | 0 |
| Pending | 0 |

DIRECTOR'S SHAREHOLDING

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

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

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

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

- To look into and supervise the redressal of shareholders'/Investors' Complaints.
- To oversee the performance of the Registrars and Share Transfer Agents and recommend measures for overall improvement of the quality of investor services.
- 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 met 2 times in the financial year 2015-16 to

- review the performance of non-independent directors and the Board as a whole
- review the performance of the Board of the company, taking into account the views of executive directors and non-executive directors;
- 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 |

GENERAL BODY MEETINGS

Date and Venue of last four Annual General Meeting

| Nature of Meeting | Date | Venue | Special Resolution passed |
|---|---------------------------------|-------------------|---|
| Annual General Meeting for the financial year 2014-15 | 26 th September 2015 | Registered Office | * To appoint Ms. Richa Agarwal as WTD & CFO * To adopt new set of Regulations/ Articles of Association * To issue Equity shares on preferential basis |
| Annual General Meeting for the financial year 2013-14 | 30 th September 2014 | Registered Office | None |
| Annual General Meeting for the financial year 2012-13 | 30 th September 2013 | Registered Office | None |
| Annual General Meeting for the financial year 2011-12 | 29 th September 2012 | Registered Office | None |

Attendance Record of Directors during the Financial Year 2015-16

Attendance Record of Directors

| Sr. No. | Name of Director | No. of Meetings attending during 2015-16 | | | No. of other Directorship | | No. of out side Committee | |
|---------|---------------------------|--|----------|----------|---------------------------|--------|---------------------------|--------|
| | | Board | | Last AGM | Listed | Others | Chairman | Member |
| | | Held* | Attended | | | | | |
| 1. | Mr. Deepak Sharma | 14 | 14 | Yes | 1 | 16 | NIL | NIL |
| 2. | Mr. Raman Mittal | 14 | 12 | Yes | 1 | NIL | NIL | 2 |
| 3. | Ms. Richa Agarwal | 14 | 12 | Yes | 1 | NIL | 1 | 2 |
| 4. | Mr. Ashoke Chand Laha | 14 | 02 | No | NIL | - | - | - |
| 5. | Ms. Lalita Mittal | 14 | 02 | No | 2 | - | 2 | - |
| 6. | Mr. Navin Nishchal Prasad | 14 | 14 | Yes | 1 | 2 | 1 | 2 |
| 7. | Ms. Meena Aggarwal | 14 | 12 | Yes | 1 | 3 | 1 | NIL |

* 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 across 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 related to any other Director on the Board of the Company.

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CODE OF CONDUCT

A Code of Conduct for Members of the Board 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 members of the Board have affirmed that they have complied with the code of conduct for the financial year 2015-16.

SEBI has notified the Prohibition of Insider Trading Regulations, 2015 on 15.01.2015 repealing SEBI (Insider Trading) Regulations, 1992 applicable to all the listed companies with effect from 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 on Quarterly basis 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 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 Registrar and Share Transfer Agent.

RESUME OF DIRECTORS PROPOSED TO BE APPOINTED

Director Mr. Deepak Sharma (DIN: 00293945) is a graduate and has more than 20 years of experience in Company Affairs, Finance, Accounting, Real Estate, etc.

DISCLOSURES

- (i) 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.
- (ii) In the preparation of the financial statements, the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- (iii) There were no penalties, strictures 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 3 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, MINT-HT (English), Naya India (Hindi) Dainik Lipi (Bengali)].
- 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.

GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting**
 -Date and Time : **28.09.2016 at 10:30 A.M.**
 -Venue : S-6 & 7, G. S. Tower,
 Chatribari Road, Guwahati,
 Assam – 781001
- b) **Financial Year of the Company** : from April 1st to March 31st
Tentative Schedule for Financial Year 2016-17
 1st Quarter ending June 30, 2016 : Mid of August, 2016
 2nd Quarter ending September 30, 2016 : End of October, 2016
 3rd Quarter ending December 31, 2016 : End of January, 2017
 Annual Result for the year ended March 31, 2017 : End of May, 2017
- c) **Date of Book Closure/Record Date** : 26TH to 28TH September, 2016
 (both days inclusive)
- d) **Registered Office** : S-6 & 7, G. S. Tower,
 Chatribari Road, Guwahati,
 Assam - 781001
- 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
- i) **Liquidity**
 Equity Shares of your Company are listed on MSEI & CSE, but Trading Platform is not available at CSE & DSE.
- 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

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Address: 1-E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055

Contact: 011-4254 1234, 4254 1960 Email id: rta@alankit.com

- (ii) Mrs. Richa Agarwal, WTD & CFO, has been designated as the Compliance Officer of the Company as required under the Listing Agreement with MSEI and Calcutta Stock Exchange.

n) Address for Correspondence

The Correspondence may be addressed to

Mrs. Richa Agarwal, WTD & CFO, cum Compliance Officer, at the Corp Office of the Company,
OR

Mr. J. K. Singla, Senior Manager, Alankit Assignments Ltd.,
1-E/13, Alankit House, Jhandewalan Extension, New Delhi-110055,
Tel. No. +91-4254-1234, 4254-1960, Email id: rta@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 victimisation of persons who use such mechanism.

The Policy provides necessary safeguards for protection of Directors and Employees who avail the vigil mechanism from reprisals or 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

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

All 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.

Principles

- Protected disclosures shall be acted upon in a time bound manner.
- Complete confidentiality of the Whistle Blower will be maintained.
- The 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.
- The Whistle Blower should bring to attention of the Competent Authority at the earliest any improper activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.
- The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.

APPRECIATION

Your Directors wish to place on record their deep thanks and gratitude to;

- a) The Directors acknowledge and would like to place on record the commitment and dedication on the part of the employees of your Company for their continued efforts in achieving good results.
- b) The Central and State Government as well as their respective Departments and Development Authorities connected with the business of the Company, Bankers of the Company, Stock Exchanges other Institutions for their co-operation and continued support.
- c) The Shareholders & Others for the trust and confidence reposed and to the Customers for their valued patronage.
- d) The Board also takes this opportunity to express its sincere appreciation for the efforts put in by the officers and employees at all levels in achieving the results and hopes that they would continue their sincere and dedicated endeavour towards attainment of better working results during the current year.

**By Order of Board of Directors
For P R Holdings Limited
Richa Agarwal
W.T.D. & C.F.O.
DIN: 07223813**

**Date : 20.08.2016
Place : New Delhi**

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2015

I. REGISTRATION AND OTHER DETAILS:

i) CIN : L27310AS1983PLC007154
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 : S-6 & 7 G. S. Tower, Chatribari Road
Guwahati, Assam- 781001
vi) contact details :
a.) Corp. Office : 2nd Floor, 22 Community Centre, Basant Lok,
Vasant Vihar, New Delhi - 110057
b.) Website : www.prholding.in
c.) Email i.d. : prholding1983@gmail.com
d.) Phone No. : 09818847497
e.) Fax No. : 011-26143394
vii) Whether listed company : YES
1) MSEI (MCX)
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. IE/13, Alankit Heights,
Jhandewalan Extn., New Delhi – 55
C.O. : 205-208, Anarkali Complex,
Jhandewalan Extn., New Delhi – 55
c.) Contact : 011-42541234, 011-42541960
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 | Rental Income | 99721119 | 77.16% |
| 2 | Commission - Real Estate | 997212 | 82.84% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

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

P R HOLDINGS LIMITED

IV. SHARE HOLDING PATTERN

(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 | | |
| (c) | Bodies Corporate | 0 | 0 | 0 | 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) | 0 | | 0 | | |
| 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 | | |

P R HOLDINGS LIMITED

| | | | | | | |
|------------|---|----------------|---------------|----------------|---------------|----------|
| B 2 | Non-institutions | | | | | |
| (a) | Bodies Corporate | | | | | |
| (b) | Individuals | | | | | |
| I | i. Individual shareholders holding nominal share capital up to Rs 1 lakh | 747000 | 39.52 | 747000 | 39.52 | 0 |
| II | ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 759000 | 40.16 | 759000 | 40.16 | 0 |
| (c) | Qualified Foreign Investor | 0 | | 0 | | |
| (d) | Any Other (specify) | 0 | | 0 | | |
| (d-i) | | | | | | |
| (d-ii) | | | | | | |
| | 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) | 1890000 | 100.00 | 245000 | 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 | Sita Rani | 384000 | 0 | 384000 | 0 | 0 |
| | TOTAL | 384000 | | 384000 | | 0 |

(iii) Change in Promoters' Shareholding

| 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 |
| | SITARANI | | | | |
| 1 | At the Beginning of the year | 96000 | 39.18 | 96000 | 39.18 |
| 2 | Date wise Increase / Decrease Bonus Issue - 11.10.2015 | 288000 | 39.18 | 288000 | 39.18 |
| 3 | At the End of the year | 384000 | 20.32 | 384000 | 20.32 |

P R HOLDINGS LIMITED

(iv) **Shareholding Pattern of TOP TEN Shareholders
(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 | |
|---------|---------------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Ajit Pershad | | | | |
| | At the Beginning of the year | 0 | 0 | 0 | 0 |
| | Preferential Issue - 18.11.2015 | 100000 | 5.29 | 100000 | 5.29 |
| | At the End of the year | 100000 | 5.29 | 100000 | 5.29 |
| 2 | Manju Gupta | | | | |
| | At the Beginning of the year | 0 | 0 | 0 | 0 |
| | Preferential Issue - 18.11.2015 | 100000 | 5.29 | 100000 | 5.29 |
| | At the End of the year | 100000 | 5.29 | 100000 | 5.29 |
| 3 | Anshul Jain | | | | |
| | At the Beginning of the year | 0 | 0 | 0 | 0 |
| | Preferential Issue | 37000 | 1.96 | 37000 | 1.96 |
| | At the End of the year | 37000 | 1.96 | 37000 | 1.96 |
| 4 | Anshu Goel | | | | |
| | At the Beginning of the year | 0 | 0 | 0 | 0 |
| | Preferential Issue - 18.11.2015 | 36000 | 1.90 | 36000 | 1.90 |
| | At the End of the year | 36000 | 1.90 | 36000 | 1.90 |
| 5 | Deepak Goel | | | | |
| | At the Beginning of the year | 0 | 0 | 0 | 0 |
| | Preferential Issue - 18.11.2015 | 36000 | 1.90 | 36000 | 1.90 |
| | At the End of the year | 36000 | 1.90 | 36000 | 1.90 |

P R HOLDINGS LIMITED

| 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 | 0 | 0 | 0 | 0 |
| | Preferential Issue - 18.11.2015 | 25000 | 1.32 | 25000 | 1.32 |
| | At the End of the year | 25000 | 1.32 | 25000 | 1.32 |
| 7 | Mamraj 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 | 0 | 0 | 0 | 0 |
| | Preferential Issue - 18.11.2015 | 25000 | 1.32 | 25000 | 1.32 |
| | At the End of the year | 25000 | 1.32 | 25000 | 1.32 |
| 8 | Manish 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 | 0 | 0 | 0 | 0 |
| | Preferential Issue - 18.11.2015 | 25000 | 1.32 | 25000 | 1.32 |
| | At the End of the year | 25000 | 1.32 | 25000 | 1.32 |
| 9 | Mansi 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 | 0 | 0 | 0 | 0 |
| | Preferential Issue - 18.11.2015 | 25000 | 1.32 | 25000 | 1.32 |
| | At the End of the year | 25000 | 1.32 | 25000 | 1.32 |
| 10 | Milan 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 | 0 | 0 | 0 | 0 |
| | Preferential Issue - 18.11.2015 | 25000 | 1.32 | 25000 | 1.32 |
| | At the End of the year | 25000 | 1.32 | 25000 | 1.32 |

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(v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | For each of Director & KMP | 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 |
| 1 | At the Beginning of the year | NIL | | | |
| 2 | Date Wise Increase / Decrease in Shareholding during the year | | | | |
| 3 | At the End of the year | | | | |

V. INDEBTEDNESS

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

| | Secured Loans excluding deposits | Unsecured Loans / Advances (31.03.2015) | Deposits |
|---|----------------------------------|---|----------|
| Indebtedness at the beginning of the financial year | NIL | | NIL |
| i) Principal Amount | | 254,257/- | |
| ii) interest due but not paid | | 0 | |
| iii) interest accrued but not due | | 0 | |
| Total (i+ii+iii) | NIL | 254,257/- | 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 | | 254,257/- | |
| ii) Interest due but not paid | | | |
| iii) Interest accrued but not due | | | |
| Total (i+ii+iii) | NIL | 254,257/- | NIL |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager as on 31.03.2016 :

| Sl. no | Particulars of Remuneration | Total Amount | |
|--------|---|--------------|----------|
| | | per month | per year |
| | RICHA AAGARWAL w.e.f. 30.06.2015 | | |
| 1. | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 20000 | 180,000 |
| | (b) Value of perquisites u/s 17(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) | | 180,000 |
| | Ceiling as per the Act | | |

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 M D / M A N A G E R / W T D

| Sl. no | | | TOTAL |
|--------|-------------------|---|-------|
| | NIL | | |
| 1 | Company Secretary | - | - |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

By Order of Board of Directors
For P R Holdings Limited

Date : 20.08.2016
Place : New Delhi

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

B. Bhushan & CO.
Company Secretaries

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

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED on 31.03.2016

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

To,

The Members,

P R Holdings Limited

Girish Chandra Baradalai Path, Bamunimaidan,
Guwahati Assam

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 : L27310AS1983PLC007154)** (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 01.04.2015 ended on 31.03.2016 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 2016 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 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 19th 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 is no company secretary appointed in the company till date, and we suggested to appoint Company Secretary to adhere the legal and statutory compliances of the company.

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 & Co.**
(Company Secretaries)

Bharat Bhushan
(Proprietor)
M. No.: A31951
COP : 14469

Place: New Delhi
Date : 26.05.2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors present Management Discussion and Analysis Report for the year ended on 31.03.2016

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 might vary materially from those either expressed or implied.

REAL ESTATE & AGENCY & COMMISSION & TRADING & SERVICE SECTOR

INDUSTRY STRUCTURE & DEVELOPMENTS

The Indian real estate sector has come a long way and is today one of the fastest growing markets in the world. It comprises many sub-sectors – housing, retail, hospitality, farms, residential, and commercial. While housing contributes to five–six percent 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 2020. 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, the outlook for the real estate sector in 2014-20 does look promising.

OPPORTUNITIES

- Real estate contributes about 5 per cent to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2 per cent during FY 2008–2020.
- 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 three million hospital beds to meet the global average of three for every 1,000 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 to in 2015.

THREATS

- 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. The Audit Committee of the Board will review Internal Control Systems of the company 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.

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

**Date : 20.08.2016
Place : New Delhi**

**Richa Agarwal
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

Report on the Financial Statements

We have audited the accompanying financial statements of P R HOLDINGS LIMITED, [CIN: L27310AS1983PLC007154] (“the Company”), which comprise of the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies, notes and other explanatory information.

Management’s Responsibility for the Financial Statements

The Company’s Board of Directors is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting principles generally accepted.

This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors’ Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal control relevant to the Company’s preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company’s Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act 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 31.03.2016;
- b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date.
- c) in the case of the Cash Flow Statements, of the cash flow for the year ended on that date

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub – section (11) of Section 143 of the Act, a statement on the matters specified in paragraphs 3 and 4 of the Order,

We Report that:

- i) In respect of Company's Fixed Assets.
 - a) The company is maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) Fixed assets were physically verified by the Management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification and the fixed assets were properly dealt with in the Books of Account.
 - c) All the Assets were purchased by the company in its own name.
- ii) The company is primarily engaged in the business of real estate, commission, etc., and does not hold any inventory.
Stock of Shares were verified at reasonable intervals and no discrepancies noticed.
- 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 any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- 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 u/s 185 & 186.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted Fixed Deposits and nothing is outstanding and there is no contravention, therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi) The provision of clause (3) (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Auditors) Rules, 2014.
- 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, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.
 - b. There were no undisputed amounts payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they become payable.
- viii) In our opinion and according to the information and explanations given to us, the Company has not accepted nor defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders and nothing is outstanding.
- ix) In our opinion and according to the information and explanations given to us, the Company has not raised any moneys through IPO / FPO (Including debt instruments) and term loans during the year.
- x) In our opinion and according to the information and explanations given to us, no fraud by Company or any fraud on the company by its Officers or employees has been noticed or reported during the year.

P R HOLDINGS LIMITED

- xii) In our opinion and according to the information and explanations given to us, managerial Remuneration has been paid or provided in accordance with requisite approval mandate by the provisions of section 197 read with schedule V of the Companies Act, 2013
 - xiii) Company is not Nidhi company, then the provision of Clause (3) (xii) of the Order are not applicable to the Company.
 - xiv) In our opinion and according to the information and explanations given to us, all related parties transactions, if any, wherever applicable, have been disclosed in Financial Statement.
 - xv) the Company has made preferential allotment of equity shares during the year under review and the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised for business.
 - xvi) According to the information and Explanations given to us, the Company has not entered into any non – cash transaction with directors or persons connected with him during the reporting period.
 - xvii) The company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934.
2. Our Report on the Internal Financial Control has been annexed this Report = ANNEXURE-I
3. 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 Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
 - e) On the basis of written representations received from the Directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of section 164(2) of the Act;
 - f) 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.

Place : Kolkata
Date : 26.05.2016

For K. BHANSALI & CO.
Chartered Accountants

(K. S. BHANSALI)
PROPRIETOR
Membership No. :011716

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF P R HOLDINGS LIMITED, [CIN: L27310AS1983PLC007154]

(as referred in Paragraph 2 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, 2016 in conjunction with our audit of the standalone 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 judgement, including the assessment of the risks of material misstatement of the 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;

P R HOLDINGS LIMITED

- 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, 2016, 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.

Place : Kolkata
Date : 26.05.2016

For K. BHANSALI & CO.
Chartered Accountants

(K. S. BHANSALI)
PROPRIETOR
Membership No. :011716

P R HOLDINGS LIMITED
CIN: L27310AS1983PLC007154

BALANCE SHEET

In ₹

| Particulars | Note | As at March 31, 2016 | As at March 31, 2015 |
|--|------|-------------------------|-------------------------|
| EQUITY AND LIABILITIES | | | |
| SHAREHOLDER'S FUNDS | | | |
| Share Capital | 2.1 | 18,900,000 | 2,450,000 |
| Reserves and Surplus | 2.2 | 15,665,120 | 14,563,650 |
| | | 34,565,121 | 17,013,650 |
| NON - CURRENT LIABILITIES | | | |
| Long - term Borrowings | 2.3 | - | 254,257 |
| | | - | 254,257 |
| CURRENT LIABILITIES | | | |
| Sundry Creditors | 2.4 | 112,500 | - |
| Other Current Liabilities | 2.5 | 174,335 | 3,389,748 |
| | | 286,835 | 3,389,748 |
| | | 34,851,956 | 20,657,655 |
| ASSETS | | | |
| NON-CURRENT ASSETS | | | |
| Fixed Assets (Tangible) | 2.6 | 99,955 | 47,290 |
| Investments | 2.7 | 626,195 | 626,195 |
| Loans / Advances | 2.8 | 14,500,000 | 1,034,751 |
| Securities Deposite | | 8,000,000 | 9,500,000 |
| | | 23,226,150 | 11,208,236 |
| CURRENT ASSETS | | | |
| Advance against purchase of property | 2.9 | 6,600,000 | - |
| Inventories | 2.10 | 1,113,381 | 1,113,381 |
| Sundry Debtors | 2.11 | 112,500 | - |
| Trade Receivables | 2.12 | 238,657 | 265,175 |
| Cash and cash equivalents | 2.13 | 1,370,072 | 106,175 |
| Short - Term Loans / Advances | 2.14 | 1,000,000 | 7,964,688 |
| Other Current Assets | 2.15 | 1,191,195 | - |
| | | 11,625,805 | 9,449,419 |
| | | 34,851,956 | 20,657,655 |
| SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS | 1&2 | | |

Note: See accompanying notes which are integral part of the Financial Statements

As per our even Report attached

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

For P R Holdings Ltd.

(K. S. Bhansali)
(Proprietor)
Membership No. 011716
Place : Kolkata-700 001
Dated : 26.05.2016

Richa Aggarwal
(WTD & CFO)
DIN :07223813

Meena Aggarwal
(Director)
DIN :07153996

P R HOLDINGS LIMITED
CIN: L27310AS1983PLC007154

STATEMENT OF PROFIT & LOSS

In ₹

| Particulars | Note | Year ended March 31, 2016 | Year ended March 31, 2015 |
|---|------|------------------------------|------------------------------|
| REVENUE | | | |
| Revenue from Operations | 2.16 | 2,185,000 | 1,165,175 |
| Other Income | 2.17 | 144,642 | 1,633 |
| | | 2,329,642 | 1,166,808 |
| EXPENSES | | | |
| Decrease in Stock in Trade | 2.18 | - | - |
| Administrative & other expenses | 2.19 | 1,595,362 | 944,849 |
| Employees Benefit Exp. | 2.20 | 662,100 | - |
| Depreciation | 2.6 | 16,835 | 2,269 |
| Total Expenses | | 2,274,297 | 947,118 |
| Profit before exceptional and extraordinary items and tax (III-IV) | | 55,345 | 219,690 |
| Exceptional items | | - | - |
| Profit before extraordinary items and tax | | 55,345 | 219,690 |
| Extraordinary Items | | - | - |
| PROFIT BEFORE TAX | | 55,345 | 219,690 |
| Tax expense: | | | |
| Current tax | | 18,000 | 48,500 |
| Deferred Tax Liability | | - | - |
| PROFIT FOR THE YEAR | | 37,345 | 171,190 |
| EARNING PER SHARE (Equity share of par value of 10 each) | | | |
| Basic | | 0.02 | 0.70 |
| Diluted | | 0.02 | 0.70 |
| SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS | 1&2 | | |

Note: See accompanying notes which are integral part of the Financial Statements

As per our even Report attached

For K. BHANSALI & CO.

Chartered Accountants

Firm Registration No. 322434E

(K. S. Bhansali)

(Proprietor)

Membership No. 011716

Place : Kolkata-700 001

Dated : 26.05.2016

For PR Holdings Ltd.

Richa Aggarwal

(WTD & CFO)

DIN: 07223813

Meena Aggarwal

Director

DIN: 07153996

P R HOLDINGS LIMITED
CIN: L27310AS1983PLC007154

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

| | CURRENT YEAR (Rs.) | PREVIOUS YEAR (Rs.) |
|---|---------------------|---------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit before tax and extraordinary items | 55,345 | 219,690 |
| (Profit)/loss on sale of Investments | - | - |
| Interest Received | (137,219) | - |
| Interest Received | 16,835 | - |
| Other Income | (7,077) | 1,633 |
| Operating profit before working capital changes | (72,116) | 221,323 |
| (Increase)/Decrease in advance against prop. | (6,600,000) | - |
| (Increase)/Decrease in Loans & Advances | 6,964,688 | 4,496,867 |
| (Increase)/Decrease in other Receivables | (85,982) | (243,597) |
| (Increase)/Decrease in other current assets | (1,191,195) | - |
| Increase/(Decrease) in current liabilities | (3,120,913) | (4,385,365) |
| (Increase)/Decrease in Fixed Assets | - | (47,231) |
| Listing Fee and ROC Fee Arrears | (685,875) | - |
| Direct Taxes paid | - | - |
| CASH FLOW GENERATED FROM OPERATIONS | (4,791,393) | (6,504) |
| Net cash used in operating activities (A) | (4,791,393) | (6,504) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Addition to Fixed Assets | (69,500) | - |
| Loans/Advances Given | (13,465,249) | - |
| Interest received | 137,219 | - |
| Security Deposit Received back | 1,500,000 | - |
| Other income | 7,077 | (1,633) |
| Net cash flow from investing activities (B) | (11,890,453) | (1,633) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Increase/(Decrease) in Share Capital | 9,100,000 | - |
| Increase/(Decrease) in Share Premium Account | 9,100,000 | - |
| Increase/(Decrease) in borrowings | (254,257) | - |
| Net cash flow from financing activities (C) | 17,945,743 | - |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B) | 1,263,897 | (8,137) |
| CASH AND CASH EQUIVALENTS | | |
| Beginning of the year | 106,175 | 114,312 |
| End of the year | 1,370,072 | 106,175 |

In terms of our separate Report of even date

For K. BHANSALI & CO.

Chartered Accountants
Firm Registration No. 322434E

(K. S. Bhansali)
(Proprietor)
Membership No. 011716
Place : Kolkata-700 001
Dated : 26.05.2016

For P R Holdings Ltd.

Richa Aggarwal
(WTD & CFO)
DIN: 07223813

Meena Aggarwal
Director
DIN: 07153996

P R HOLDINGS LIMITED

Notes which are integral part of financial statements as at March 31, 2016

P. R. Holdings Limited ("the Company") was incorporated on January 14, 1983 to carry on the business of manufactures dealers, importers, exporters, real estate, commission agents founders, mechanical engineers, to construct, acquire lands, houses etc & to take on lease basis etc., Certificate of Commencement of Business was issued by ROC on January 21, 1983.

1. Significant Accounting Policies

1.1 Basis of Preparation of financial statements

These financial statements are prepared on under the historical cost convention, in compliance in accordance with Generally Accepted Accounting Principles (GAAP) in India on accrual basis. GAAP Comprises accounting standards as specified in rule 3 of the Companies (Accounting Standards) Rules 2006, and the relevant provisions of the Companies Act, to the extent applicable. Accounting policies have been consistently applied.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the form AOC - 3 to the Companies (Accounts) Rule, 2014. Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

1.2 Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, reported amount of assets and liabilities and disclosure relating to contingent assets and liabilities as of the date on the financial statements. Accounting estimate could change from period to period and actual results could differ from those estimates.

1.3 Revenue recognition

Revenue is recognized on accrual basis. Dividend income is accounted for on receipt basis. Sale/purchase of securities is recognized on the basis of actual deliveries of securities. Profit/loss on sale of investments is arrived at considering average cost of investments.

1.4 Inventories

Inventories are consistently valued at 'At Cost' in accordance with the prevailing trade practices and commercial prudence.

1.5 Investments

Securities, which are considered by management as investments, are valued at cost. Cost is determined on a weighted average basis. Transfer charges & other expenses on securities purchased are added to the cost when paid. Earning from investments are accrued on the date of of declaration or receipt and the Tax deducted at Source thereon is treated as advance tax.

1.6 Fixed Assets

- i) Fixed Assets have been stated at costs less depreciation. Cost includes freight, duties, taxes and all other related costs including cost of finance of borrowed funds upto the date of installation identified / allocated for the assets including incidental expenses relating to insta
- ii) Depreciation on all assets have been provided on straight line method at rates specified in schedule II to the Companies Act, 2013

1.7 Employee benefits

Employee benefits are recognized as an expense in the profit and loss account of the year

1.8 Foreign Currency Transactions

- a. Expenditure in Foreign Currency : NIL
- b. Income in Foreign Currency : NIL

1.9 Taxes

Taxation, if any, is being provided at the rate prevailing during relevant period under normal provisions prescribed by the Income tax Act, 1961 and rules made thereunder.

1.10 Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand and accounts with banks.

Notes which are integral part of financial statements as at March 31, 2016

2.1 ShareCapital

Amount in ₹

| Particulars | As at | |
|---|-------------------|------------------|
| | March 31 2016 | March 31 2015 |
| Authorised | | |
| Equity shares 3,245,000 (Previous year 245000) of par value Rs. 10/- each | 32,450,000 | 2,450,000 |
| | 32,450,000 | 2,450,000 |
| Issued, Subscribed and Paid up | | |
| Equity shares 1,890,000 (Previous year 2,45,000) of par value Rs.10/-each fully paid up | 18,900,000 | 2,450,000 |
| | 18,900,000 | 2,450,000 |

Equity Shares

The equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders shall be eligible to receive any of the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The amount distributed will be in proportion to the number of equity shares held by the shareholders. There is no movement in the number of Equity Shares outstanding as at 31.03.2016.

Reconciliation of the number of shares outstanding

Amount in ₹

| Particulars | 2016 | | 2015 | |
|---|------------------|-------------------|----------------|------------------|
| | No. of shares | Value | No. of shares | Value |
| A) EQUITY SHARES | | | | |
| Shares outstanding at the beginning of the year | 2,45,000 | 2,450,000 | 245,000 | 2,450,000 |
| Bonus Share Issued on 11.10.2015 | 735,000 | 7,350,000 | - | - |
| Preferential Allotment on 18.11.2015 | 910,000 | 9,100,000 | - | - |
| Total Shares outstanding at the end of the year | 1,890,000 | 18,900,000 | 245,000 | 2,450,000 |

Shares in respect of each class in the company and shares held by shareholders holding more than 5% shares

| Name of the company | % of holding 2016 | | % of holding 2015 | |
|--------------------------------------|-------------------|----------------|-------------------|----------------|
| EQUITY SHARES | | | | |
| Antique Holdings P Ltd | - | - | 9.80 | 24,000 |
| Lord Inchcape Financial Services Ltd | - | - | 19.59 | 48,000 |
| Link Holdings P Ltd | - | - | 9.80 | 24,000 |
| Sita Rani | 20.32 | 384,000 | 39.18 | 96,000 |
| | | 384,000 | | 192,000 |

P R HOLDINGS LIMITED

Notes which are integral part of financial statements as at March 31, 2016

2.2 Reserves and Surplus

Amount in ₹

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| Profit & Loss Account | | |
| Balance in Profit & Loss Account - Opening | 14,563,650 | 14,392,460 |
| Add : Profit during the year | 37,345 | 171,190 |
| Less : utilisation for Bonus Issue | (7,350,000) | - |
| Less : Listing Fees Arrears & ROC Fees | (685,875) | - |
| Balance in Profit & Loss Account - Closing | 6,565,120 | 14,563,650 |
| Share Premium Account | | |
| - Opening | - | - |
| Add : Received during the year | 9,100,000 | - |
| -Closing | 9,100,000 | - |
| Total Reserves & Surplus | 15,665,120 | 14,563,650 |

2.3 Non- Current Liabilities

Amount in ₹

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|-----------------------------|-------------------------|-------------------------|
| Long term borrowings | | |
| Unsecured Loans | - | 254,257 |
| | - | 254,257 |

2.4 Sundry Creditor

Amount in ₹

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|------------------------------|-------------------------|-------------------------|
| The Assam Company India Ltd. | 112,500 | - |
| | 112,500 | - |

2.5 Other current liabilities

Amount in ₹

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|---------------------------------------|-------------------------|-------------------------|
| Creditors for expenses | 20,056 | 202,964 |
| Withholding and other statutory taxes | - | 90,000 |
| Intercompany Payable | - | 2,493,512 |
| Other liabilities | - | 504,493 |
| Income Tax | 116,779 | 98,779 |
| TDS Payable | 37,500 | - |
| | 174,335 | 3,389,748 |

Notes which are integral part of financial statements as at March 31, 2016

NOTE : 2.6

**DEPRECIATION CHART
FOR FINANCIAL YEAR 2015 - 2016**

| Date of Purchase | Particular | Original Cost (₹) | Balance on 1.4.2015 | Addition During the Year | Deletion During the Year | Life as per Co. Act, 2013 | Life Used till 31/03/2014 | Remai- ning Life | Salvaged value | Depre- ciable amount over whole life | Depreci- ation for the year | Amount in ₹ | |
|------------------------------------|---------------------|-------------------|---------------------|--------------------------|--------------------------|---------------------------|---------------------------|------------------|----------------|--------------------------------------|-----------------------------|----------------------------------|----------------------------------|
| | | | | | | | | | | | | Carrying Amount as on 31.03.2016 | Carrying Amount as on 31.03.2015 |
| (A) Computers | Computer | 23,500 | 21,805 | - | - | 3 | 0 | 3 | 1,175 | 22,325 | 7,442 | 14,363 | 21,805 |
| (B) Furniture & Fixture | Furniture & Fixture | 26,000 | 25,485 | 60,000 | - | 10 | 0 | 10 | 4,300 | 81,700 | 8,170 | 77,315 | 25,485 |
| (C) Office Equipments | Mobile | - | - | 9,500 | - | 5 | 0 | 5 | 475 | 9,025 | 1,223 | 8,277 | 0 |
| | Total Assets | 49,500 | | 69,500 | | | | | 5,950 | 113,050 | 16,835 | 99,955 | 47,290 |

P R HOLDINGS LIMITED

Notes which are integral part of financial statements as at March 31, 2016

2.7 Investments

Amount in ₹

| Particulars | Face Value | Quantity | As at March 31, 2016 | Quantity | As at March 31, 2015 |
|--|------------|-----------|----------------------|-----------|----------------------|
| A) EQUITY SHARES (QUOTED) | | | | | |
| WILLIAM JACKS & CO. INDIALTD. | 10 | 48,000 | 144,720 | 48,000 | 144,720 |
| JEEWAN COMMERCIAL LTD | 10 | 48,000 | 144,720 | 48,000 | 144,720 |
| Decorous Investment & Trading Co. Ltd. | 10 | 9,600 | 29,248 | 9,600 | 29,248 |
| SWAGTAM TRADING & SERVICES LTD. | 10 | 21,900 | 69,707 | 21,900 | 69,707 |
| B) EQUITY SHARES (UNQUOTED) | | | | | |
| DUNCAN MACNEILL MINES & GRANITES LTD | 10 | 717,500 | 175,000 | 717,500 | 175,000 |
| FIRSTAND SECOND E.COM (P) Ltd | 1 | 1,260,000 | 62,800 | 1,260,000 | 62,800 |
| | | 2,105,000 | 626,195 | 2,105,000 | 626,195 |

Market Value of quoted Investments is Rs. 315,000/- in Current Year and Rs. 2,583,380/- Prev. Year

2.8 Loans and advances

Amount in ₹

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|--|----------------------|----------------------|
| <u>Unsecured - considered good</u> | | |
| Receivable in cash or in kind or for value to be recd. | 14,500,000 | - |
| Advance Income Tax | - | 1,034,751 |
| | 14,500,000 | 1,034,751 |

There is no loan and advance due by directors or officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a member.

2.9 Advance against Purchase of Property

Amount in ₹

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|-----------------------------------|----------------------|----------------------|
| Uninav Developers Private Limited | 2,100,000 | - |
| Sanjhi Exim Pvt. Ltd. | 4,500,000 | - |
| | 6,600,000 | - |

Notes which are integral part of financial statements as at March 31, 2016

2.10 Inventories (Valued at Cost)

Amount in ₹

| Particulars | Face Value | Quantity | As at March 31, 2016 | Quantity | As at March 31, 2015 |
|-------------------------------|------------|---------------|----------------------|----------------|----------------------|
| Equity Shares (Quoted) | | | | | |
| MODI XEROX LTD | 10 | 124 | 1240 | 124 | 1,240 |
| VIDEOCON INDUSTRIES | 10 | 31 | 7035 | 31 | 7,035 |
| JSW ISPAT STEEL LTD | 10 | 140 | 1197 | 140 | 1,197 |
| INDIA CEMENT LTD | 10 | 32 | 1835 | 32 | 1,835 |
| WORLDBLINK FINANCE LTD | 10 | 787196 | 1102074 | 787196 | 1,102,074 |
| | | 787523 | 1,113,381 | 787,523 | 1,113,381 |

Market Value of Stock Rs. 2212/- (Pr. Yr. Rs. 2212/-)

2.11 Sundry Debtors

Amount in ₹

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|---------------|----------------------|----------------------|
| A. D. Jajodia | 112,500 | - |
| | 112,500 | - |

2.12 Trade Receivables

Amount in ₹

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|-----------------------------------|----------------------|----------------------|
| Unsecured, considered good | | |
| RAS Developers Pvt. Ltd. | 238,657 | 265,175 |
| | 238,657 | 265,175 |

2.13 Cash and Cash equivalents

Amount in ₹

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|--------------------------|----------------------|----------------------|
| Cash on hand | 184,787 | 36,703 |
| ICICI Bank Ltd | 1,615 | 69,472 |
| PNB - Preferential Issue | 10,626 | - |
| PNB - C/A | 1,173,044 | - |
| | 1,370,072 | 106,175 |

2.14 Short term loans / advances

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|--|----------------------|----------------------|
| Unsecured, considered good | | |
| (Recoverable in cash or in kind or for value to be received) | | |
| Others | 1,000,000 | 7,964,688 |
| | 1,000,000 | 7,964,688 |

P R HOLDINGS LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2016

2.15 Other Current Assets

Amount in ₹

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|-------------------|-------------------------|-------------------------|
| Advance Tax / TDS | 1,191,195 | - |
| | 1,191,195 | - |

2.16 Income from Operations

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|--------------------------|-------------------------|-------------------------|
| Rental Income | 375,000 | 900,000 |
| Commission - Real Estate | 1,810,000 | 265,175 |
| | 2,185,000 | 1,165,175 |

2.17 Other Income

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|-----------------------------------|-------------------------|-------------------------|
| Dividend Received | 1,463 | 1,633 |
| Interest Income (TDS - Rs. 13722) | 137,219 | - |
| Interest Received on I.T. Refund | 5,614 | - |
| Misc. Income | 346 | - |
| | 144,642 | 1,633 |

2.18 Increase/Decrease in Stock

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|----------------------------|-------------------------|-------------------------|
| Opening Stock | 1,113,381 | 1,113,381 |
| Less : Closing Stock | 1,113,381 | 1,113,381 |
| Increase/Decrease in Stock | - | - |

Notes which are integral part of financial statements for the year ended March 31, 2016

2.19 Administrative & other expenses

Amount in ₹

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|--|-------------------------|-------------------------|
| Advertisement Exp | 29,728 | - |
| Bank Charges | 2,568 | - |
| Charges to CDSL | 71,380 | - |
| Charges to NSDL | 39,915 | - |
| Conveyance Exp | 45,195 | - |
| Courier & Postage Exp | 22,307 | - |
| Demat Charges | - | - |
| DP Registration Charges - Alankit | 15,711 | - |
| Listing Fees - Calcutta Stock Exchange | 165,300 | - |
| Listing Fees - MSEI | 429,375 | - |
| Office Exp | 33,132 | - |
| Pantry Exp | 7,085 | - |
| Repairs & Maintainance | 356 | - |
| Rent | 375,000 | 900,000 |
| Telephone Exp | 51,788 | - |
| Travelling Exp | 40,486 | 5,000 |
| Professional charges | 8,170 | 5,870 |
| <u>Auditor's remuneration</u> | | |
| Audit fee | 10,112 | 5,056 |
| Certification Charges | 10,000 | - |
| Balances w/off | 17,247 | - |
| Printing and stationery | 71,765 | - |
| Filing Fee - ROC | 35,716 | 12,400 |
| Sundry expenses | 10,684 | 16,523 |
| Secretarial Audit Fee | 25,000 | - |
| Internal Audit Fee | 10,000 | - |
| Website maintenance charges | 9,118 | - |
| Misc Exp | 58,223 | - |
| | 1,595,362 | 944,849 |

2.20 Employees Benefits Exp.

| Particulars | As at March 31, 2016 | As at March 31, 2015 |
|---------------------|-------------------------|-------------------------|
| Salary to Employees | 662,100 | - |
| | 662,100 | - |

2.21 Taxes

Taxation, if any, is being provided at the rate prevailing during relevant period under normal provisions prescribed by the Income tax Act, 1961 and rules made thereunder.

2.22 Quantitative details

The company is primarily engaged in sales and purchase of share and securities. There is no transaction during the year. There is only opening inventories that are given in Note No 2.9 of balance sheet Notes as required under the Companies Act, 2013. During the year the company has started business of real estates, commission, etc.

P R HOLDINGS LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2016

2.23 Related Party Disclosures

| | | |
|--|--------------------------|---|
| a) Name of the Related Parties : | | |
| Key Management Personnel | : | 1. Sh. Navin Nischal Prasad - Director 2. Sh. Deepak Sharma- Director 3. Sh. Raman Mittal- Director 4. Smt. Richa Agarwal- Director 5. Smt. Meena Aggarwal-Director |
| Enterprises over which Key Management Personnel / Shareholders/ Relatives have significant influence at the year end | : | |
| b) Transactions with Related Parties | Key Management Personnel | Enterprises over which Key Personnel/Shareholders/ Relatives have significant |
| Management Nature of Transaction | Management Personnel | |
| Balance outstanding as at year end | NIL | NIL |

2.24 Earning per share

The following is the computation of earnings per share :-

| | | |
|---|--------|-----------|
| Net profit as per P&LA/C | Rs. | 37,345 |
| Weighted average number of shares outstanding | shares | 1,890,000 |
| Weighted average number of equity shares & potential equity share equivalents outstanding | shares | 1,890,000 |
| Nominal Value of shares | Rs. | 10 |
| Basic earning per share | Rs. | 0.02 |
| Diluted earning per share | Rs. | 0.02 |

2.25 Post Balance Sheet Events

Material events occurring after the Balance Sheet are taken into consideration.

2.26 Loans & Advances

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

Statement of Accounts / confirmations from some of the parties are pending receipts / reconciliation and the adjustments, if any, will be made accordingly

2.27 Segment Reporting

Income of the company is primarily from real estate, commission, etc.

2.28 Previous year's figures

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

Note: Notes referred to above are an integral part of the Balance Sheet as at 31.03.2016

As per our even Report attached

For K. BHANSALI & CO.

Chartered Accountants
Firm Registration No. 322434E

(K. S. Bhansali)
(Proprietor)
Membership No. 011716
Place : Kolkata-700 001
Dated : 26.05.2016

For P R Holdings Ltd.

Richa Aggarwal
(WTD & CFO)
DIN: 07223813

Meena Aggarwal
Director
DIN: 07153996

P R HOLDINGS LIMITED

Regd. Office: Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam – 781021
Corp. Office: 2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110057
CIN: L27310AS1983PLC007154

ATTENDANCE SLIP

33rd ANNUAL GENERAL MEETING
Wednesday, 28th September, 2016, at 10.30 A.M.
at S-6 & 7, G. S. Tower, Chatribari Road, Guwahati, Assam - 781001

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE.

Members are requested to bring the copy of Annual Report along with them to the Annual General Meeting.

Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder :

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

Address :

No. of Shares held :

Name of the Proxy, if any :

I/ We hereby record my/ our presence at the AGM.

Place :

Dated :

Member's / Proxy's Signature

ELECTRONIC 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 33rd Annual General Meeting 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 |
|------------------------------|---------|----------|
| 1 0 4 6 6 5 | | |

Please refer to Note No 19 of Notice

REGISTRATION OF E-MAIL ADDRESS FOR FUTURE COMMUNICATION

Name of the Shareholder :

Telephone No. :

Mobile No. :

Email ID :

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

Registered Address :

No. of Shares held :

Signature of the Shareholder :

P R HOLDINGS LIMITED

P R HOLDINGS LIMITED

CIN : L27310AS1983PLC007154

Regd. Office: at S-6 & 7, G. S. Tower, Chatribari Road, Guwahati, Assam - 781001

Corp. Office: 2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110057

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder :

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

Address :

No. of Shares held :

I/We being a Member/ Shareholders of **P R HOLDINGS LIMITED.**, hereby appoint

Mr./ Mrs.

failing him/ her Mr./ Mrs.

R/o

Email Id :

Tel/Mobile No. :

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf, if not already voted by me/us through remote e-voting, at the 33rd Annual General Meeting of the members of the Company, to be held on Wednesday, 28.09.2016 at 10:30 A.M at S-6 & 7, G. S. Tower, Chatribari Road, Guwahati, Assam - 781001 and at any adjournment thereof in respect of such Resolutions as indicated below:-

Affix
Revenue
Stamp

| S. No. | RESOLUTIONS | OPTIONAL* | |
|--------------------------|---|-----------|---------|
| | | FOR | AGAINST |
| Ordinary Business | | | |
| 1. | To receive, consider & adopt the Audited Balance Sheet and Profit & Loss as on 31.03.2016 and Cash Flow Statements for the year ended 31.03.2016 along with the Reports of Auditors & Directors thereon | | |
| 2. | To re-appoint Mr. Deepak Sharma as Director who retires by rotation & being eligible offers himself for re-appointment. | | |
| 3. | To re-appoint M/s. K. BHANSALI & CO., Chartered Accountants, FRN – 322434E as the Statutory Auditors. | | |

Signed this day of 2016

Signature of Shareholder Signature of Proxy.....

Notes:

- This Proxy 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.**
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 33rd AGM.
- *It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all details including details of member(s) in the above box before submission.