

**CONTENTS**

1) Corporate Information	2
2) - Notice of the Annual General Meeting - Notes & Explanatory Statement	3
3) - Director's Report - MGT-9: Extract of Annual Return	6 20
4) Secretarial Audit Report	27
5) Management Discussion and Analysis Report	29
6) CEO/CFO Certificate	30
7) Auditor's Report on Financial Statements	31
8) Audited Annual Accounts as at 31.03.2017 & Notes to the Accounts	37
9) Attendance Slip	49
10) Proxy Form MGT-11 & List of Resolutions	51

<b>34TH ANNUAL GENERAL MEETING</b>	
Date	25.09.2017
Day	MONDAY
Time	2:00 P.M.
Place	R – 489, GF – C, New Rajinder Nagar New Delhi – 110060

## P R HOLDINGS LIMITED

### CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b>		
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
<b>STATUTORY AUDITORS</b>		
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 : <a href="mailto:ksbhansali@gmail.com">ksbhansali@gmail.com</a>		CIN : <b>L27310DL1983PLC314402</b> Date of incorporation : <b>14.01.1983</b> Date of commencement : <b>21.01.1983</b> PAN : <b>AAACP6895R</b> ISIN : <b>INE160T01014</b> GST : <b>07AAACP6895RIZF</b> <b>LISTING :</b> <b>1. Metropolitan Stock Exchange of India - MSEI</b> <b>2. Calcutta Stock Exchange Ltd. - CSE</b> <b>3. Delhi Stock Exchange Ltd* - DSE</b> (*DSE stands de-recognized )
<b>SECRETARIAL AUDITORS</b> B. BHUSHAN & CO. Company Secretaries, COP No. : 14469 Mr. Bharat Bhushan, Proprietor Membership No.: A31951 Address: 1195, Gali Babu Ram, Sita Ram Bazar, Delhi- 110006 Tel : 9650555376, 9311531800 Email Id: <a href="mailto:b.bhushanandcompany@gmail.com">b.bhushanandcompany@gmail.com</a>		<b>INTERNAL AUDITORS</b> MITTAL JINDAL & ASSOCIATES Chartered Accountants, FRN – 001467N Mr. Satish Kumar Gupta, Proprietor Membership No.: 080984 Address: 7 / 18, Ansari Road, Daryaganj, New Delhi - 110002 Tel : 23275297, 43560900 Email Id: <a href="mailto:hmkd90@gmail.com">hmkd90@gmail.com</a>
<b>BANKERS</b> 1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar New Delhi – 110060		<b>REGISTRAR</b> 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
<b>Regd. Office :</b> R – 489, GF – C, New Rajinder Nagar New Delhi – 110060 <b>Corp. Office :</b> 2nd Floor, 22, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110057		
<b>CONTACTS DETAILS</b>		
Tel : 09911223638	Email : <a href="mailto:prholding1983@gmail.com">prholding1983@gmail.com</a>	Website : <a href="http://www.prholding.in">www.prholding.in</a>
<b>IMPORTANT COMMUNICATION TO THE MEMBERS</b>		
The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by E-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their E-mail addresses, so far, are requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.		

**NOTICE OF ANNUAL GENERAL MEETING**

To  
The Members  
P R Holdings Limited  
New Delhi-110060

NOTICE IS HEREBY GIVEN THAT 34<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, 25.09.2017 AT 02:00 P.M. AT "R- 489, GF – C, NEW RAJINDER NAGAR, NEW DELHI - 110060" TO CONSIDER AND TRANSACT THE BUSINESS (ES) MENTIONED BELOW:-

**ORDINARY BUSINESS:**

**ITEM NO. – 1:** To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017 and the Statement of Profit and Loss Account & Cash Flow Statements for the year ended on that date alongwith the Reports of Auditors and Directors thereon.

**ITEM NO. - 2:** To re-appoint Mr. Deepak Sharma (DIN: 00293945) as Director who retires by rotation at this Annual General Meeting 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 to consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

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

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

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

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

**Place: New Delhi  
Date: 16.08.2017**

**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 Registered Office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM i.e. by 02:00 P.M. on 25.09.2017
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 authorizing the Representatives to attend and vote on their behalf at the AGM.
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 alongwith Annual Report as already sent.
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 & Share Transfer Books will remain closed from **22.09.2017 to 25.09.2017** (both days inclusive)
6. Queries proposed to be raised at the AGM may be sent to the Company atleast Seven days prior to the date of AGM to enable the Management to compile the relevant information enabling to reply the same.
7. Copies of the MOA and AOA and the Documents referred to in the Notice, etc., shall be open for inspection at the Registered Office on any working day between 11 A.M. to 5 P.M. upto 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.

## P R HOLDINGS LIMITED

---

9. Brief profile of the Director seeking appointment / re-appointment, forms part of the Notice.
10. Share transfer documents and all correspondence relating thereto, should be addressed to RTA or to Company.
11. 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 RTA 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 alongwith Pin Code Number, and e-mail ID, etc., to the RTA or to Company.
13. Electronic copy of the Annual Report for 2016-17 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 and for members who have not registered their Email, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 34th AGM of the Company inter-alia indicating the process and manner of e-voting alongwith 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 34th AGM of the Company inter-alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 34th AGM and the Annual Report for 2016-17 will also be available on the Company's website [www.prholding.in](http://www.prholding.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, shareholders may also send requests to Company's email id: [prholding1983@gmail.com](mailto: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. The "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document(s) by a company can be made through electronic mode. In view of the circular issued by MCA, the Company proposes to henceforth deliver documents like Notice calling the AGM/ EGM/ 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. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained u/s 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested u/s 189 of Companies Act, 2013 will be available for inspection at the 34th AGM.
19. Detailed procedure for "Remote E-voting" is annexed which forms part of this notice :-

**Voting Through Electronic means:**

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the company provides the members facility to exercise their right to vote on resolution proposed to be passed in the 34th 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](http://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 “e-voting” opens. Click on e-Voting: Active E-voting Cycles.
7. Select the Electronic Voting Event Number “EVEN” of P R Holdings Limited [106758] 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 22.09.2017 (9:00 a.m.) till 24.09.2017 (5:00 pm).

**Note: e-Voting shall not be allowed beyond said time.**

8. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
9. Upon confirmation, the message ‘Vote cast successfully’ will be displayed, thereafter you will not be allowed to modify vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [b.bhushanandcompany@gmail.com](mailto:b.bhushanandcompany@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 Limited [106758] is provided/ stapled/ annexed in the Annual Report for the purpose of remote e-voting for AGM.
2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.

**General Instructions:**

1. The E-voting period begins at 09:00 A.M. on Friday, 22.09.2017 and ends at 5:00 P.M. on Sunday, 24.09.2017. During this period Member’s of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 18.09.2017 may cast their vote electronically. Once the vote on a resolution is cast by member, the member shall not be allowed to change it subsequently. The e-voting module shall be disabled by NSDL for voting thereafter.
2. The facility for voting through poll shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through poll / show of hands.
3. Members who have cast their vote by remote e-voting may also attend Meeting but shall not be entitled to cast vote again.
4. Company 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 remote e-voting 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.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date i.e. 18 September, 2017.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 18 September, 2017 only shall be entitled to avail facility of remote e-voting / Poll at AGM.
7. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently and/or cannot cast the vote again.
8. 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](mailto:evoting@nsdl.co.in) or [RajivR@nsdl.co.in](mailto:RajivR@nsdl.co.in) or at telephone nos 022-24994600/ 022-24994738. Members may also address their queries relating to e-voting to the company’s e-mail ID [prholding1983@gmail.com](mailto:prholding1983@gmail.com)
9. 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.
10. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
11. Remote E-voting right cannot be exercised by a proxy.
12. Scrutinizer, after scrutinizing 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 alongwith the consolidated scrutinizer’s report shall be placed on the website of the Company [www.prholding.in](http://www.prholding.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). 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 : 16.08.2017  
Place : New Delhi**

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

**DIRECTOR'S REPORT**

Dear Stakeholders,

Your Directors have pleasure to present herewith the 34th Annual Report for the year ended 31.03.2017

**FINANCIAL RESULTS**

(in Rupees)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Income from Operations	400,000	2,185,000
Other Income	845,123	144,642
Total Income	1,245,123	2,329,642
Total Expenditure	1,241,315	2,274,297
Profit/(Loss) before tax	3,808	55,345
Current Tax	-	18000
Net Profit/(Loss)	3,808	37,345

**FINANCIAL HIGHLIGHTS**

During the year under review your company carried out the business of Real Estate, Agents, Trading, Consultancy, Commission, Distribution, etc. Company has earned the total revenue of Rs. 1,245,123/-. Net Profit after tax for the year under consideration is Rs. 3,808 /-. Your Company hopes to increase its presence in the business in the coming years, which may increase the top line and also its profitability.

**TRANSFER TO RESERVES**

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

**LIQUIDITY**

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

**DIVIDEND**

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

**CAPITAL**

During the Financial Year 2016-17, there is No Change in share capital

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

Subsequent to 31.03.2017 there has been no change in authorized, issued, subscribed and paid-up equity share Capital. Authorised share capital as on 31.03.2017 is Rs. 32,450,000 divided into 3,245,000 Equity Shares of Rs.10/- each and the Paid-up capital stands at Rs. 18,900,000/-.

**DIRECTORS**

In accordance with the provisions of Companies Act, 2013 and Articles of Association, Mr. Deepak Sharma, Director of the Company, retires by rotation in the ensuing AGM and being eligible, offers himself for re-appointment.

- Mrs. Richa Agarwal was appointed as Whole Time Director & Chief Financial Officer w.e.f. 26.09.2015
- Mr. Raman Mittal is Independent Director w.e.f. 30.06.2015
- Ms. Meena Aggarwal is Independent Director w.e.f. 30.06.2015
- Mr. Deepak Sharma is Non-Independent Director w.e.f. 25.09.2009.
- Mr. Navin Nischal Prasad resigned from the directorship w.e.f. 13.7.2016

**KEY MANAGERIAL PERSONNEL.**

Ms. Richa Agarwal (DIN: 07223813) is WTD & CFO of the Company

**PARTICULARS OF EMPLOYEES**

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

**RISK MANAGEMENT POLICY**

Risk Management Policy is not applicable to your company.

**ANNUAL EVALUATION BY THE BOARD**

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

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

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

**LOANS, GUARANTEES AND INVESTMENTS**

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

**PUBLIC DEPOSITS**

Company has neither accepted nor renewed any deposits during the Financial Year 2016-17 in terms of Chapter V of the Companies Act, 2013; therefore, information in this regard is NIL

**STATUTORY AUDITORS**

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

**STATUTORY AUDITORS' REPORT**

Auditors' Report being self-explanatory requires no Comments from the Directors and there are no reservations, or qualifications or adverse remarks in the Audit Report in respect to Financial Year 2016-17 and does not require/ call for any explanation from the Board of Directors. The company is in the process to appoint suitable competent company secretary.

**SECRETARIAL AUDITORS**

Board has re-appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the FY 2017-18. Secretarial Audit Report for the FY 2016-17 is annexed with Directors' Report. There are no qualifications or reservations or other adverse remarks by Secretarial Auditors in the Report for the FY 2016 – 17 and does not require/ call for any explanation from the Board of Directors. The company is in the process to appoint suitable competent company secretary.

**INTERNAL AUDITORS**

Board has appointed M/s Mittal Jindal & Associates, Chartered Accountants, to conduct Internal Audit for FY 2017-18

## P R HOLDINGS LIMITED

---

### **COST AUDITORS**

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

### **FRAUDS REPORTED BY AUDITORS**

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

### **EXTRACT OF ANNUAL RETURN (MGT – 9)**

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

### **PERFORMANCE EVALUATION OF BOARD MEMBERS**

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

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

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

### **MEETING OF THE BOARD**

9(Nine) Meetings of the Board were held during reporting period.

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

<b>S. No.</b>	<b>Date – Board Meeting</b>	<b>S. No.</b>	<b>Date – Board Meeting</b>
1.	11.04.2016	6.	10.10.2016
2.	26.05.2016	7.	10.11.2016
3.	13.07.2016	8.	23.01.2017
4.	12.08.2016	9.	09.02.2017
5.	20.08.2016		

### **INDEPENDENT DIRECTORS**

Independent Directors of the company have additionally met 2 times in the financial year 2016 – 17 to

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

### **DECLARATION BY INDEPENDENT DIRECTORS**

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

### **LISTING OF SHARES**

Equity Shares of the Company are listed on MSEI (MCX), Calcutta Stock Exchanges Limited (CSE) and Delhi Stock Exchange Limited (DSE stands de-recognized). Company has complied with the requirements of Listing Agreement(s) during the period under review

Annual Listing Fee stands paid to MSEI for & upto-date 31.03.2018.

Annual Custodial Fee stands paid to CDSL & NSDL.



**UNIFORM LISTING AGREEMENT**

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

**APPOINTMENT OF THE REGISTRAR & SHARE TRANSFER AGENT**

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

**OPERATIONS**

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

As we position ourselves for the future and our standard of excellence, integrity and accountability will serve us well.

Further, no material events, commitments and changes occurred between the end of the financial year to which the financial statements relate and the date of this Report.

**VIGIL MECHANISM**

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

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

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

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

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

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

**CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts / arrangements / transactions, if any, entered by the company during the FY 2016-17 with related parties were in the ordinary course of business and on an arm’s length basis. During the year, the company has not entered into any contract / arrangement / transaction with related parties which could be considered material.

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

**MANAGEMENT’S DISCUSSION AND ANALYSIS REPORT**

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

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

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

**DEMATERIALISATION OF EQUITY SHARES**

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

**SHIFTING OF REGISTERED OFFICE**

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

## **P R HOLDINGS LIMITED**

---

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

Board consists of four members, one of whom is Executive (CFO) & WTD and 2 are independent directors and 1 is non-independent director. Board consists of appropriate mix of executive & independent & non-independent directors to maintain the independence of the Board and to separate its functions of governance and management.

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

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

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

### **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

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

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

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

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

### **SHARE TRANSFER SYSTEM**

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

### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- (a) in the preparation of the annual accounts for the year ended 31.03.2017, 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 judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs as at 31.03.2017 and of the profit and loss of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) The Directors had devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

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

**A. CONSERVATION OF ENERGY**

Your company did not use any significant energy during the year under review. Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We 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 in all spheres of our activities to improve efficiency levels.

**D. FOREIGN EXCHANGE EARNINGS AND OUTGO.**

	<b>31.03.2017 (Amt.)</b>	<b>31.03.2016 (Amt.)</b>
Foreign Exchange Earning	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

**DECLARATIONS BY DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL**

Annual Report of the Company contains a Certificate by the CFO / CEO in terms of Para D of Schedule V to the SEBI (LODR) Regulations, 2015 on the declarations received from the Directors and the Senior Management personnel affirming compliance with the Code applicable to them during the year ended 31.03.2017

**BUSINESS RESPONSIBILITY REPORT**

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

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

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

**DETAILS OF COMMISSION RECEIVED BY MD / WTD**

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

**EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS**

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

**COMPLIANCES**

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

**CEO/CFO CERTIFICATION**

In accordance with the Regulation 17 (8) read with Part B of Schedule V to the SEBI (LODR) Regulations, 2015 pertaining to corporate governance norms, Ms. Richa Agarwal, WTD & CFO of the company, have certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial reporting for the year ended 31.03.2017. The said Certificate forms an integral part of this Annual Report and the Certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

**FINANCIAL STATEMENTS**

Annual Report of F. Y. 2016-17 of the Company containing complete Balance Sheet, Statement of Profit & Loss, other Statements and Notes thereto, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis Report) are being sent via email to all shareholders who have

## P R HOLDINGS LIMITED

---

provided their Email address (es) and to others, the Annual Report is being sent by post. Full version of Annual Report of 2016-17 is also available for inspection at the registered office of the company during working hours upto the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website [www.prholding.in](http://www.prholding.in).

Notice of the AGM shall also be placed at the website of NSDL/CDSL. Please note that Members will be entitled to be supplied, free of cost, Annual Report of 2016-17, upon receipt of written request from members.

### COMMITTEES OF THE BOARD

The Board has constituted the following standing Committees:

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

#### **[A] AUDIT COMMITTEE**

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

##### **i) Terms of reference**

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

Further the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Internal Auditors shall be subject to review by the Audit Committee.

**Composition:**

Audit Committee comprise of three members - Ms. Meena Aggarwal, Independent Director, Shri Raman Mittal, Independent Director and 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, Non- Executive & Independent Director
2.	Ms. Richa Agarwal	Executive & Non- Independent Director
3.	Mr. Raman Mittal	Non- Executive & Independent 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 into 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 competent Company Secretary.

**Meeting and attendance:**

Audit Committee have met 6(Six) times i.e. 11.04.2016, 26.05.2016, 12.08.2016, 20.08.2016, 10.11.2016, 09.02.2017 during the Financial Year 2016-17.

Sr. No.	Name of the Member	Meetings Held	Meetings Due & Attended
1.	Ms. Meena Aggarwal	6	6
2.	Shri Raman Mittal	6	6
3.	Mrs. Richa Agarwal	6	6

**[B] REMUNERATION AND NOMINATION COMMITTEE**

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

**Role of Remuneration and Nomination Committee**

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

**Constitution of the Committee**

Remuneration and Nomination Committee consist of the following Directors:

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

Mr. Raman Mittal is the chairman of the committee.

## P R HOLDINGS LIMITED

### 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 5 (five) times i.e. on 26.05.2016, 13.07.2016, 20.08.2016, 10.10.2016, 09.02.2017 during the financial year 2016-17.

Sr. No.	Name of the Member	Meetings Held	Meetings Due & Attended
1.	Mr. Raman Mittal	5	5
2.	Ms. Meena Aggarwal	5	5
3.	Ms. Richa Agarwal	5	5

### 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.

#### ii) Composition:

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

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

Ms. Meena Aggarwal is heading the Committee.

#### Meeting and Attendance:

Shareholders'/Investors' Grievance Committee have met 4 (four) times i.e. 11.04.2016, 13.07.2016, 10.10.2016, 23.01.2017 during Financial Year 2016-17.

Sr. No.	Name of the Member	Meetings Held	Meetings Due & Attended
1.	Ms. Meena Aggarwal	4	4
2.	Ms. Richa Agarwal	4	4
3.	Shri Raman Mittal	4	4

### COMPLAINTS STATUS

Received	Resolved	Pending
None	NIL / N.A.	NIL

### DIRECTOR'S SHAREHOLDING

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

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

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

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

- (i) To look into and supervise the redressal of shareholders'/Investors' Complaints.
- (ii) To oversee the performance of the Registrars and Share Transfer Agents and recommend measures for overall improvement of the quality of investor services.
- (iii) To consider and approve transfer of shares, transmission of shares, dematerialization of shares, transposition of shares, issuance of duplicate share, deletion of names, splitting and consolidation of shares, etc.

**[D] RISK MANAGEMENT COMMITTEE**

Not mandatory hence not applicable to the company

**INDEPENDENT DIRECTORS :**

Independent Directors of the company have additionally met 2 times in the financial year 2016-17 to

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

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

**ANNUAL GENERAL MEETINGS**

Date and Venue of last four Annual General Meetings :-

Nature of Meeting	Date	Venue	Special Resolution passed
AGM for the FY 2015-16	28.09.2016	Registered Office S-6 & 7, G.S. Tower, Chatribari Road, Guwahati, Assam - 781001	None
AGM for the FY 2014-15	26.09.2015	Registered Office Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam-781021	<ul style="list-style-type: none"> <li>●To appoint Ms. Richa Agarwal as WTD &amp; CFO.</li> <li>●To adopt new set of Regulations/ AOA.</li> <li>●To issue Equity shares on preferential basis</li> </ul>
AGM for the FY 2013-14	30.09.2014	Registered Office Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam-781021	None
AGM for the FY 2012-13	30.09.2013	Registered Office Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam-781021	None

## P R HOLDINGS LIMITED

### Attendance Record of Directors during the Financial Year 2016-17

Sr. No.	Name of Director	No. of Meetings attending during 2016-17			No. of other Directorship		No. of out side Committee	
		Board		Last AGM	Listed	Others	Chairman	Member
		Held*	Attended					
1.	Mr. Deepak Sharma	9	9	Yes	1	18	NIL	NIL
2.	Mr. Raman Mittal	9	9	Yes	1	0	3	NIL
3.	Ms. Richa Agarwal	9	9	Yes	0	0	NIL	NIL
4.	Ms. Meena Aggarwal	9	9	Yes	1	0	NIL	2

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

#### NOTE:

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

#### CODE OF CONDUCT

Code of Conduct for Board Members and Senior Management is a comprehensive Code applicable to Executive and Non-Executive Directors as well as members of the Senior Management. Code of Conduct is available on the Company's website [www.prholding.in](http://www.prholding.in). The Whole Time Director has declared that all the Board members have affirmed that they have complied with the code of conduct for the FY 2016-17.

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

#### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

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

#### NOMINATION

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

#### BRIEF RESUME OF DIRECTORS PROPOSED TO BE RE-APPOINTED

Mr. Deepak Sharma 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 ICAI to the extent applicable.
- (iii) There were no penalties, restrictions imposed on the company by Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

**MEANS OF COMMUNICATION**

- The Company communicates with the shareholders through its Annual Report and publication of financial results in 2 Newspapers, Website, etc.
- The Board of Directors of the Company approves and takes on record the Un-audited financial results and the results are announced to the MSEI & CSE. Further the required highlights of the Results are published in the Newspapers. [i.e. generally, The Financial Express (English) & Naya India (Hindi)].
- Various sections of the Company's website [www.prholding.in](http://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** : 25.09.2017 at 02:00 P.M.
  - Venue** : R-489, GF-C, New Rajinder Nagar, New Delhi, 110060
- b) **Financial Year of the Company** : from April 1 to March 31
  - Tentative Schedule for Financial Year 2017-18**
  - 1st Quarter ending June 30, 2017 : end of July, 2017
  - 2nd Quarter ending September 30, 2017 : end of October, 2017
  - 3rd Quarter ending December 31, 2017 : end of January, 2017
  - Annual Result for the year ended March 31, 2018 : end of May, 2017
- c) **Date of Book Closure/Record Date** : 22nd to 25th September, 2017 (both days inclusive)
- d) **Registered Office** : R-489, GF-C, New Rajinder Nagar, New Delhi, 110060
- e) **Dividend Payment Date** : N.A.
- f) **Listing of Equity Shares on Stock Exchanges** :
  - MSEI
  - Calcutta Stock Exchange Ltd
  - Delhi Stock Exchange Limited (DSE stands de-recognized)
- g) **Stock Code**
  - MSEI : PRHOLDING
  - Calcutta Stock Exchange : 26056
  - Delhi Stock Exchange : 16029
- h) **Registrar & Share Transfer Agents** : Alankit Assignments Limited
- i) **Liquidity**

Equity Shares of your Company are listed on MSEI & CSE, but Trading Platform is not available at CSE.

## P R HOLDINGS LIMITED

---

**j) Market Price Data**

MSEI : No Data since No Trading in the shares of the company  
At CSE & DSE, market price of the share is not available for want of Trading Platform.

**k) Dematerialization of Shares**

Shares of the company are in physical mode as well as in DEMAT with CDSL & NSDL.

**l) Outstanding GDRs/ADRs/Warrants or any other convertible instruments**

Your Company does not have any GDRs/ADRs/Warrants or any other Convertible Instruments.

**m) Investor Correspondence**

- (i) For transfer of shares, demat of shares, payment of dividend on shares and any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at the following address:

**Mr. J. K. Singla (Sr. Manager)**  
**M/s ALANKIT ASSIGNMENTS LIMITED**  
**Address: 1-E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055**  
**Contact: 011-4254 1234, 4254 1960 Email id: [rta@alankit.com](mailto: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 CSE.

**n) Address for Correspondence :-**

The Correspondence may be addressed to  
Mrs. Richa Agarwal, WTD & CFO, cum Compliance Officer, at the Regd Office.

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](mailto: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 victimization of persons who use such mechanism.

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

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

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

#### **Principles**

- Protected disclosures shall be acted in a time bound manner.
- Complete confidentiality of the Whistle Blower will be maintained.
- Whistle Blower and / or the person(s) processing the Protected Disclosure will not be subjected to victimization.
- Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- 'Subject' of the Protected Disclosure i.e. Director or Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.

- Whistle Blower should bring to attention of the Competent Authority any improper activity or practice, although they are not required to provide proof, they must have sufficient cause for concern.
- Whistle Blower shall co-operate with investigating authorities, and maintain full confidentiality

**E-VOTING**

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

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

**APPRECIATION**

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

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

**Place: New Delhi  
Date: 16.08.2017**

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

## P R HOLDINGS LIMITED

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on 31st March 2017

### I. REGISTRATION AND OTHER DETAILS:

i) CIN	:	L27310DL1983PLC314402
ii) Registration Date	:	14th January, 1983
iii) Name of the Company	:	P R Holdings Limited
iv) Category / Sub-Category	:	Public Company/ Limited by shares
v) Address of the Regd. Office of the Company	:	R-489, GF-C, New Rajinder Nagar, New Delhi-110060
vi) contact details	:	
a.) Corp. Office	:	2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057
b.) Website	:	<a href="http://www.prholding.in">www.prholding.in</a>
c.) Email i.d.	:	<a href="mailto:prholding1983@gmail.com">prholding1983@gmail.com</a>
d.) Phone No.	:	9911223638
vii) Whether listed company	:	YES
		1) Metropolitan Stock Exchange of India - (MSEI) 2) Calcutta Stock Exchange Ltd. – CSE 3) Delhi Stock Exchange Ltd. – DSE (DSE stands de-recognized)
viii) Detail of RTA		
a.) Name		Alankit Assignments Limited
b.) Address		R. O. 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 <a href="mailto:rta@alankit.com">rta@alankit.com</a>

### 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	<b>Commission, Etc.</b>		

### III. PARTICULARS OF HOLDING & SUBSIDIARY COMPANIES -

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

**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
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group2</b>					
<b>1</b>	<b>Indian</b>					
(a)	Individuals/ Hindu Undivided Family	384000	20.32	384000	20.32	-
(b)	Central Government/ State Government(s)	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0
(d)	Financial Institutions/ Banks	0	0	0	0	0
(e)	Any Others(Specify)	0	0	0	0	0
(e-i)		0	0	0	0	0
(e-ii)		0	0	0	0	0
	<b>Sub Total(A)(1)</b>	<b>384000</b>	<b>20.32</b>	<b>384000</b>	<b>20.32</b>	<b>-</b>
<b>2</b>	<b>Foreign</b>					
a	Individuals (Non-Residents Individuals/Foreign Individuals)					
b	Bodies Corporate	0	0	0	0	0
c	Institutions	0	0	0	0	0
d	Qualified Foreign Investor	0	0	0	0	0
e	Any Others(Specify)	0	0	0	0	0
e-i						
e-ii						
	<b>Sub Total(A)(2)</b>	<b>0</b>		<b>0</b>		
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>384000</b>	<b>20.32</b>	<b>384000</b>	<b>20.32</b>	<b>-</b>
<b>(B)</b>	<b>Public shareholding</b>					
<b>1</b>	<b>Institutions</b>					
(a)	Mutual Funds/ UTI	0	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0	0
(i)	Any Other (specify)	0	0	0	0	0
(i-ii)						
(i-ii)						
	<b>Sub-Total (B)(1)</b>	<b>0</b>		<b>0</b>		

## P R HOLDINGS LIMITED

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

### (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
	<b>TOTAL</b>	<b>384000</b>		<b>384000</b>		<b>0</b>

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the Beginning of the year	384000	20.32	384000	20.32
2	At the End of the year	<b>384000</b>	<b>20.32</b>	<b>384000</b>	<b>20.32</b>

\*Since expired on 16.05.2017 and Mr. S. L. Gupta already stands nominated as her legal nominee.

(iv) Shareholding Pattern of TOP TEN Shareholders : NO CHANGE DURING THE YEAR  
(other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Ajit Pershad</b>				
	At the Beginning of the year	<b>100000</b>	<b>5.29</b>	<b>100000</b>	<b>5.29</b>
	At the End of the year	<b>100000</b>	<b>5.29</b>	<b>100000</b>	<b>5.29</b>
2	<b>Manju Gupta</b>				
	At the Beginning of the year	<b>100000</b>	<b>5.29</b>	<b>100000</b>	<b>5.29</b>
	At the End of the year	<b>100000</b>	<b>5.29</b>	<b>100000</b>	<b>5.29</b>
3	<b>Anshul Jain</b>				
	At the Beginning of the year	<b>37000</b>	<b>1.96</b>	<b>37000</b>	<b>1.96</b>
	At the End of the year	<b>37000</b>	<b>1.96</b>	<b>37000</b>	<b>1.96</b>
4	<b>Anshu Goel</b>				
	At the Beginning of the year	<b>36000</b>	<b>1.90</b>	<b>36000</b>	<b>1.90</b>
	At the End of the year	<b>36000</b>	<b>1.90</b>	<b>36000</b>	<b>1.90</b>
5	<b>Deepak Goel</b>				
	At the Beginning of the year	<b>36000</b>	<b>1.90</b>	<b>36000</b>	<b>1.90</b>
	At the End of the year	<b>36000</b>	<b>1.90</b>	<b>36000</b>	<b>1.90</b>
6	<b>Devender Kumar Aggarwal</b>				
	At the Beginning of the year	<b>25000</b>	<b>1.32</b>	<b>25000</b>	<b>1.32</b>
	At the End of the year	<b>25000</b>	<b>1.32</b>	<b>25000</b>	<b>1.32</b>

## P R HOLDINGS LIMITED

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
7	<b>Mamraj Agarwal</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	<b>25000</b>	<b>1.32</b>	<b>25000</b>	<b>1.32</b>
	At the End of the year	<b>25000</b>	<b>1.32</b>	<b>25000</b>	<b>1.32</b>
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
8	<b>Manish Aggarwal</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	<b>25000</b>	<b>1.32</b>	<b>25000</b>	<b>1.32</b>
	At the End of the year	<b>25000</b>	<b>1.32</b>	<b>25000</b>	<b>1.32</b>
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
9	<b>Mansi Aggarwal</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	<b>25000</b>	<b>1.32</b>	<b>25000</b>	<b>1.32</b>
	At the End of the year	<b>25000</b>	<b>1.32</b>	<b>25000</b>	<b>1.32</b>
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
10	<b>Milan Kumar Aggarwal</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	<b>25000</b>	<b>1.32</b>	<b>25000</b>	<b>1.32</b>
	At the End of the year	<b>25000</b>	<b>1.32</b>	<b>25000</b>	<b>1.32</b>

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

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



**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	<b>NIL</b>		<b>NIL</b>
i) Principal Amount		<b>0</b>	
ii) interest due but not paid		<b>0</b>	
iii) interest accrued but not due		<b>0</b>	
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>0</b>	<b>NIL</b>
<b>Change in Indebtedness during the financial year</b>			
* Addition		<b>0</b>	
* Reduction		<b>0</b>	
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Indebtedness at the end of the Financial Year</b>	<b>NIL</b>		<b>NIL</b>
i) Principal Amount		<b>0</b>	
ii) Interest due but not paid			
iii) Interest accrued but not due			
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>0</b>	<b>NIL</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager as on 31.03.2017 :

Sl. no	Particulars of Remuneration	Total Amount	
		per month	upto 31.03.2017
	<b>RICHA AAGARWAL</b>		
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,000	2,40,000
	(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
	<b>Total (A)</b>	<b>20,000</b>	<b>2,40,000</b>
	Ceiling as per the Act		

## P R HOLDINGS LIMITED

### B. REMUNERATION TO OTHER DIRECTORS:

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

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

Sl. no			TOTAL
	NIL		

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

By Order of Board of Directors  
For P R Holdings Limited

Date : 16.08.2017  
Place : New Delhi

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

**B. Bhushan & CO.**  
Company Secretaries

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

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED on 31.03.2016

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

To,

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **P R Holdings Limited (CIN : L27310DL1983PLC314402)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year starting from 1.04.2016 ended on 31.03.2017 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 2017 according to the provisions of:

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

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

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

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

- (a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

## P R HOLDINGS LIMITED

---

- (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, however the company is in process to appoint Company Secretary, but 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 & Company  
(Company Secretaries )

Bharat Bhushan  
(Proprietor)  
ACS :- 31951  
C P No.: 14469

Place :New Delhi  
Date : 26-05-2017

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors present Company's Management Discussion and Analysis Report for the year ended on 31.03.2017.

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

### **FORWARD LOOKING STATEMENT**

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

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

#### **INDUSTRY STRUCTURE & DEVELOPMENTS**

The Indian real estate sector has come a long way and is one of the fastest growing markets in the world today. It comprises of many sub-sectors – housing, retail, hospitality, farms, residential, and commercial. While housing contributes to 5-6 % of India's gross domestic product (GDP), the remaining sub-sectors are also increasing at a fast pace. The total realty market in the country is expected to touch US\$ 180 billion by 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 and law enforcement against delay in deliver & breach of commitments, the outlook for the real estate sector does look promising.

#### **OPPORTUNITIES**

- Real estate contributes about 5% to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2% during FY 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 3 million hospital beds to meet the global average need of the people.
- Government of India focus on affordable homes for all by 2022, the creation of 100 Smart Cities and infrastructure development across India, the real estate industry has much to look forward to in 2018.

#### **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. Audit Committee of the Board reviews Internal Control Systems on periodical basis

## P R HOLDINGS LIMITED

---

### DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS<sup>130</sup>

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

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

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

**Date : 16.08.2017  
Place : New Delhi**

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

---

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

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

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

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

**Date : 16.08.2017  
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**

26.05.2017

We have audited the accompanying financial statements of **P R HOLDINGS LIMITED, [CIN: L27310DL1983PLC314402]** ("the Company"), having registered office at R – 489, GF – C, New Rajinder Nagar, New Delhi – 110060, which comprise of the Balance Sheet as at March 31, 2017, 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 matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the Audit report under the provisions of the Act and the Rules made thereunder.

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 financial 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. 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 aforesaid standalone 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 31.03.2017;

## P R HOLDINGS LIMITED

---

- b) In the case of the Statement of Profit and Loss, of the Profit of the company for the year ended on that date.
- c) In the case of the Cash Flow Statements, of the cash flows of the company for the year ended on that date.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by sub – section (11) of Section 143 of the Act, a statement on the matters specified in paragraphs 3 and 4 of the **Companies (Auditors' Report) Order, 2016** ("the Order") issued by the Central Government of India has been reported in "**Annexure-I**" to this report.
2. As required by section 143(3) of the Act, we Report that:
  - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The company has no branch offices and consequently we have not received any report on accounts of branch of the company.
  - d) The Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - e) 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;
  - f) On the basis of written representations received from the Directors as on 31st March, 2017 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of section 164(2) of the Act;
  - g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure-II**".
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors), Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) Company does not have any pending litigation which would impact its financial position;
    - (ii) Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
    - (iii) No amounts were required to be transferred to the Investor Education and Protection Fund by the company as on 31.03.2017.
    - (iv) The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and as per information and explanation given to us these are in accordance with the books of account maintained by the company.

For **K. BHANSALI & Co.**  
Chartered Accountants  
Firm Registration No.: 322434E

K. S. Bhansali  
Proprietor  
M. No. 011716

Place: Kolkata  
Date : 26.05.2017



**TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF P R HOLDINGS LIMITED**

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

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

- i) a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - b) According to the information and explanation given to us, those fixed assets were physically verified by the management at reasonable intervals.
  - c) According to information and explanation given to us no material discrepancies have been noticed.
- 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.
- iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, secured or unsecured, to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, sub clause (a), (b), and (c) of this clause are not applicable to this company;
- iv) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, made investments, provide guarantees or securities under section 185 & 186 of the Companies Act, 2013;
- v) 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 accepted any deposits. Therefore, compliances as stated in this clause with respect to directive issued by the Reserve Bank of India, the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, the rules framed thereunder are not required. Further, according to the information and explanations given to us, no order was passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal for this company. Therefore, question of compliance or contravention with the same does not arise;
- 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 statutory dues applicable to it with the appropriate authorities and as on 31.03.2017, no amount was outstanding for a period of more than six months from the date they became payable;
  - b. No dues were required to be deposited on account of any dispute with Income tax or Sales tax or Service tax or Duty of customs or Duty of excise or Value added tax. Therefore, this sub-clause is not applicable to this company;
- viii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company does not have any loans or borrowing from a financial institution, bank, Government or dues to debenture holders, therefore this clause of the Order is not applicable to this company;
- ix) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company did not raise any moneys by way of IPO / FPO (including debt instruments) and term loans during the year, therefore this clause of the Order is not applicable to this company;
- x) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, no fraud by Company or any fraud on the company by its officers or employees has been noticed or reported during the year;

## **P R HOLDINGS LIMITED**

---

- xi) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, no Managerial Remuneration has been paid during the year, therefore this clause of the Order is not applicable to this company;
- xii) The Company is not Nidhi company, therefore the provisions of clause (3) (xii) of the Order are not applicable to the company;
- xiii) In our opinion and according to the information and explanations given to us, all related parties transactions are in compliance with sections 177 and 188 of Companies Act, 2013 and the details of same have been disclosed in Financial Statements etc., as required by the applicable accounting standards;
- xiv) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not made any preferential issue / private placement of shares or debentures during reporting period, therefore this clause of the Order is not applicable to this company;
- xv) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not entered into any non – cash transactions with directors or person connected with him, during the reporting period, therefore this clause of the Order is not applicable to this company;
- xvi) According to the information and explanations given to us and on the basis of our examination of the books of account, the company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934.

For **K. BHANSALI & Co.**  
Chartered Accountants  
Firm Registration No.: 322434E

K. S. Bhansali  
Proprietor  
M. No. 011716

Place: Kolkata  
Date : 26.05.2017

**TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF P R HOLDINGS LIMITED**

(As referred in Paragraph 3(h) 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 at March 31, 2017 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, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **K. BHANSALI & Co.**  
Chartered Accountants  
Firm Registration No.: 322434E

K. S. Bhansali  
Proprietor  
M. No. 011716

Place: Kolkata  
Date : 26.05.2017

**P R HOLDINGS LIMITED**  
**CIN: L27310DL1983PLC314402**  
**BALANCE SHEET**

In ₹

Particulars	Note	As at March 31, 2016	As at March 31, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDER's FUNDS</b>			
Share Capital	2.1	18,900,000	18,900,000
Reserves and Surplus	2.2	15,665,120	15,668,928
		<u>34,565,121</u>	<u>34,568,928</u>
<b>NON - CURRENT LIABILITIES</b>			
Long - term Borrowings	2.3	-	-
		<u>-</u>	<u>-</u>
<b>CURRENT LIABILITIES</b>			
Sundry Creditors	2.4	112,500	-
Other Current Liabilities	2.5	174,335	23,000
		<u>286,835</u>	<u>23,000</u>
		<b>34,851,956</b>	<b>34,591,928</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Fixed Assets (Tangible)	2.6	99,955	101,495
Investments	2.7	626,195	626,195
Loans / Advances	2.8	14,500,000	12,800,000
Security Deposit		8,000,000	1,800,000
		<u>23,226,150</u>	<u>15,327,690</u>
<b>CURRENT ASSETS</b>			
Advance against purchase of property	2.9	6,600,000	15,600,000
Inventories	2.10	1,113,381	1,113,381
Sundry Debtors	2.11	112,500	-
Trade Receivables	2.12	238,657	-
Cash and cash equivalents	2.13	1,370,072	1,527,709
Short - Term Loans / Advances	2.14	1,000,000	-
Other Current Assets	2.15	1,191,195	1,023,148
		<u>11,625,805</u>	<u>19,264,238</u>
		<b>34,851,956</b>	<b>34,591,928</b>
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

Richa Aggarwal  
(WTD & CFO)  
DIN :07223813

Meena Aggarwal  
Director  
DIN :07153996

Date : 26.05.2017

**P R HOLDINGS LIMITED**  
**CIN: L27310DL1983PLC314402**

**Statement of Profit & Loss**

In ₹

<b>Particulars</b>	<b>Note</b>	<b>Year ended March 31, 2016</b>	<b>Year ended March 31, 2015</b>
<b>REVENUE</b>			
Revenue from Operations	2.16	2,185,000	400,000
Other Income	2.17	144,642	845,123
		<b>2,329,642</b>	<b>1,245,123</b>
<b>EXPENSES</b>			
Decrease in Stock	2.18	-	-
Administrative & other expenses	2.19	1,595,362	523,955
Employee Benefits Exp	2.20	662,100	697,900
Depreciation	2.6	16,835	19,460
<b>Total Expenses</b>		<b>2,274,297</b>	<b>1,241,315</b>
Profit before exceptional and extraordinary items and tax		55,345	3,808
Exceptional items		-	-
Profit before extraordinary items and tax		55,345	3,808
Extraordinary Items		-	-
<b>PROFIT BEFORE TAX</b>		<b>55,345</b>	<b>3,808</b>
Tax Expense:			
Current Year Tax		18,000	-
Deferred Tax Liability		-	-
Profit for the year		37,345	3,808
Earning Per Share (Equity share of par value of 10/- each)			
Basic		0.020	0.002
Diluted		0.020	0.002
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b>	<b>1&amp;2</b>		

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

**For PR Holdings Ltd.**

Richa Aggarwal  
 (WTD & CFO)  
 DIN: 07223813

Meena Aggarwal  
 Director  
 DIN: 07153996

Date : 26.05.2017

P R HOLDINGS LIMITED  
CIN: L27310DL1983PLC314402

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

	31.03.2016	31.03.2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax and extraordinary items	55,345	3,808
(Profit)/loss on sale of Investments	-	-
Interest Received	(137,219)	(820,176)
Deprecition	16,835	19,460
Interest Received on IT Refund	(5,614)	(9,060)
Other Income	(1,463)	(15,887)
<b>Operating profit before working capital changes</b>	<b>(72,116)</b>	<b>(821,855)</b>
(Increase)/Decrease in advance against prop. (6,600,000)		(9,000,000)
(Increase)/Decrease in Loans & Advances 6,964,688		2,700,000
(Increase)/Decrease in other Receivables (85,982)		351,157
(Increase)/Decrease in other current assets (1,191,195)		168,047
Increase/(Decrease) in current liabilities (3,120,913)		(263,835)
(Increase)/Decrease in Fixed Assets -		-
Listing Fee and ROC Fee Arrears (685,875)		-
Direct Taxes paid -	(4,719,277)	(6,044,631)
<b>CASH FLOW GENERATED FROM OPERATIONS</b>	<b>(4,791,393)</b>	<b>(6,866,486)</b>
<b>Net cash used in operating activities (A)</b>	<b>(4,791,393)</b>	<b>(6,866,486)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Addition to Fixed Assets	(69,500)	(21,000)
Loans/Advances Given	(13,465,249)	-
Interest received	137,219	820,176
Security Deposit Received back	1,500,000	6,200,000
Other income	7,077	24,947
<b>Net cash flow from investing activities (B)</b>	<b>(11,890,453)</b>	<b>7,024,123</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase /(Decrease) in Share Capital	9,100,000	-
Increase /(Decrease) in Share Premium Account	9,100,000	-
Increase /(Decrease) in borrowings	(254,257)	-
<b>Net cash flow from financing activities ©</b>	<b>17,945,743</b>	<b>-</b>
<b>NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B)</b>	<b>1,263,897</b>	<b>157,637</b>
<b>CASH AND CASH EQUIVALENTS</b>		
Beginning of the year	106,175	1,370,072
End of the year	1,370,072	1,527,709

In terms of our separate Report of even date

**For K. BHANSALI & CO.**  
Chartered Accountants

**For PR Holdings Ltd.**

(K. S. Bhansali)  
(Proprietor)  
Membership No. 011716

Richa Aggarwal  
(WTD & CFO)  
DIN: 07223813

Meena Aggarwal  
Director  
DIN: 07153996

Dated : 26.05.2017

### NOTES - which are integral part of financial statements as at March 31, 2017

P R Holdings Limited ("the Company") was incorporated on January 14, 1983 to carry on the business of Manufactures dealers, importer, exporters, real estate, commission agent, founders, mechanical engineers to construct, acquire lands, house, etc., and to take on lease basis etc., Certificate of Commencement of Business was issued by ROC dated January 21, 1983.

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

#### 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 installation.
- 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, 2017

2.1 ShareCapital

Amount in ₹

Particulars	As at	
	March 31 2016	March 31 2017
<b>Authorised</b>		
Equity shares 3,245,000 of par value Rs.10/- each	32,450,000	32,450,000
	<b>32,450,000</b>	<b>32,450,000</b>
<b>Issued, Subscribed and Paid up</b>		
Equity shares 1,890,000 of par value Rs.10/-each	18,900,000	18,900,000
	<b>18,900,000</b>	<b>18,900,000</b>

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 31.03.2017.

Reconciliation of the number of shares outstanding

Particulars	2016		2017	
	No. of shares	Value	No. of shares	Value
<b>A) EQUITY SHARES</b>				
Shares outstanding at the beginning of the year	2,45,000	2,450,000	1,890,000	18,900,000
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	<b>1,890,000</b>	<b>18,900,000</b>	<b>1,890,000</b>	<b>18,900,000</b>

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

Name of the company	2016		2017	
	% of holding		% of holding	
<b>EQUITY SHARES</b>				
Sita Rani	20.32	384,000	20.32	384,000
		<b>384,000</b>		<b>384,000</b>

## P R HOLDINGS LIMITED

Notes which are integral part of financial statements as at March 31, 2017

Amount in ₹

### 2.2 Reserves and Surplus

Particulars	As at March 31, 2016	As at March 31, 2017
<b>Profit &amp; Loss Account</b>		
Balance in Profit & Loss Account - Opening	14,563,650	6,565,120
Add : Profit during the year	37,345	3,808
Less : utilisation for Bonus Issue	(7,350,000)	-
Less : Listing Fees Arrears & ROC Fees	(685,875)	-
Balance in Profit & Loss Account - Closing	<b>6,565,120</b>	<b>6,568,928</b>
<b>Share Premium Account</b>		
- Opening	-	9,100,000
Add : Received during the year	9,100,000	-
-Closing	9,100,000	9,100,000
<b>Total Reserves &amp; Surplus</b>	<b>15,665,120</b>	<b>15,668,928</b>

### 2.3 Non- Current Liabilities

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
<b>Long term borrowings</b>		
Unsecured Loans	-	-
	-	-

### 2.4 Sundry Creditor

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
The Assam Company India Ltd.	112,500	-
	<b>112,500</b>	-

### 2.5 Other current liabilities

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Creditors for expenses	20,056	23,000
Income Tax	116,779	-
TDS Payable	37,500	-
	<b>174,335</b>	<b>23,000</b>

Notes which are integral part of financial statements as at March 31, 2017

NOTE : 2.6

**DEPRECIATION CHART  
FOR FINANCIAL YEAR 2016 - 2017**

Amount in ₹

Particular	Original Cost (Rs)	Balance on 1.04.2016	Addition During the Year	Life as per Co. Act, 2013	Life Used till 31/03/2014	Remaining Life	Salvaged value	Depreciable amount over whole life	Depreciation for the year	Carrying Amount as on 31.03.2017	Carrying Amount as on 31.03.2016	
<b>(A) Computers</b>												
Computer	23,500	14,363	-	3	0	3	1,175	22,325	7,442	6,921	14,363	
<b>(B) Furniture &amp; Fixture</b>												
Furniture & Fixture	86,000	77,315	21,000	10	0	10	4,869	102,131	10,213	88,102	77,315	
<b>(C) Office Equipments</b>												
Mobile	9,500	8,277	-	5	0	5	475	9,025	1,805	6,472	8,277	
<b>Total Assets</b>	<b>119,000</b>	<b>99,955</b>	<b>21,000</b>				<b>6,519</b>	<b>133,481</b>	<b>19,460</b>	<b>101,495</b>	<b>99,955</b>	

## P R HOLDINGS LIMITED

### Notes which are integral part of financial statements as at March 31, 2017

#### 2.7 Investments

Amount in ₹

Particulars	Face Value	Quantity	As at March 31, 2016	Quantity	As at March 31, 2017
<b>A) EQUITY SHARES (QUOTED)</b>					
WILLIAM JACKS & CO. INDIA LTD.	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>B) EQUITY SHARES (UNQUOTED)</b>					
DUNCAN MACNEILL MINES & GRANITES LTD	10	717,500	175,000	717,500	175,000
FIRST AND 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. 3,15,000/- Previous Year

#### 2.8 Loans / Advances

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
<b><u>Unsecured - considered good</u></b>		
Receivable in cash or in kind or for value to be recd.	14,500,000	12,800,000
	<b>14,500,000</b>	<b>12,800,000</b>

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, 2017
Unsecured Considered good	6,600,000	15,600,000
	<b>6,600,000</b>	<b>15,600,000</b>

Notes which are integral part of financial statements as at March 31, 2017

2.10 Inventories (Valued at Cost)

Amount in ₹

Particulars	Face Value	Quantity	As at March 31, 2016	Quantity	As at March 31, 2017
<b>Equity Shares (Quoted)</b>					
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
WORLDBANK FINANCE LTD	10	787196	1102074	787196	1,102,074
		<b>787523</b>	<b>1,113,381</b>	<b>787,523</b>	<b>1,113,381</b>

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, 2017
A. D. Jajodia	112,500	-
	<b>112,500</b>	<b>-</b>

2.12 Trade Receivables

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
<b>Unsecured, considered good</b>		
RAS Developers Pvt. Ltd.	238,657	-
	<b>238,657</b>	<b>-</b>

2.13 Cash and Cash equivalents

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Cash on hand	184,787	87,600
ICICI Bank Ltd	1,615	-
PNB - Preferential Issue	10,626	10,326
PNB - C/A	1,173,044	1,429,783
	<b>1,370,072</b>	<b>1,527,709</b>

2.14 Short term loans / advances

Particulars	As at March 31, 2016	As at March 31, 2017
<b>Unsecured, considered good</b>		
(Recoverable in cash or in kind or for value to be received)		
Others	1,000,000	-
	<b>1,000,000</b>	<b>-</b>

## P R HOLDINGS LIMITED

Notes which are integral part of financial statements as at March 31, 2017

### 2.15 Other Current Assets

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Advance Tax / TDS	1,191,195	1,023,148
	<b>1,191,195</b>	<b>1,023,148</b>

### 2.16 Income from Operations

Particulars	As at March 31, 2016	As at March 31, 2017
Rental Income	375,000	-
Commission - Real Estate	1,810,000	400,000
	<b>2,185,000</b>	<b>400,000</b>

### 2.17 Other Income

Particulars	As at March 31, 2016	As at March 31, 2017
Dividend Received	1,463	-
Interest Income (TDS - Rs. 82018)	137,219	820,176
Interest Received on I.T. Refund	5,614	9,060
Misc. Income	346	15,887
	<b>144,642</b>	<b>845,123</b>

### 2.18 Increase/Decrease in Stock

Particulars	As at March 31, 2016	As at March 31, 2017
Opening Stock	1,113,381	1,113,381
Less : Closing Stock	1,113,381	1,113,381
Increase/Decrease in Stock	-	-

### 2.19 Administrative & other expenses

Particulars	As at March 31, 2016	As at March 31, 2017
Advertisement Exp	29,728	27,384
Bank Charges	2,568	3,280
Charges to CDSL	71,380	10,305
Charges to NSDL	39,915	12,605
Conveyance Exp	45,195	26,800
Courier & Postage Exp	22,307	4,597
Interest paid - TDS	-	1,688
RTA/DP Registration Charges - Alankit	15,711	3,610
Listing Fees - Calcutta Stock Exchange	165,300	-
Listing Fees - MSEI	429,375	28,625
Office Exp	33,132	39,070
Pantry Exp	7,085	-

Notes which are integral part of financial statements for the year ended March 31, 2017

		Amount in ₹
Repairs & Maintainance	356	-
Rent	375,000	17,000
Telephone Exp	51,788	61,499
Travelling Exp	40,486	59,293
Professional charges	8,170	47,950
<u>Auditor's remuneration</u>		
Audit fee	10,112	11,500
Certification Charges	10,000	-
Balances w/off	17,247	-
Printing and stationery	71,765	80,724
Filing Fee - ROC	35,716	31,000
Sundry expenses	10,684	-
Secretarial Audit Fee	25,000	15,000
Internal Audit Fee	10,000	11,500
Website maintenance charges	9,118	3,500
Misc Exp	58,223	27,025
	<b>1,595,362</b>	<b>523,955</b>

2.20 Employees Benefits Exp.

Particulars	As at March 31, 2016	As at March 31, 2017
Salary to Employees	662,100	697,900
	<b>662,100</b>	<b>697,900</b>

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 was engaged in sales and purchase of shares and securities. There is no transaction during the year. There is only opening inventories that are given in Note No. 2.10 of the Balance Sheet Notes as required under the Companies Act, 2013. The company has started principal business of real estates, commission, agents, consultancy, trading, distribution, etc.,

2.23 Related Party Disclosures

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

## P R HOLDINGS LIMITED

### Notes which are integral part of financial statements for the year ended March 31, 2017

#### 2.24A Earning per share

The following is the computation of earnings per share :-

Net profit as per P&L A/C	Rs.	3,808
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.	0.002
Diluted earning per share	Rs.	0.002

**2.24B** The details of Specified Bank Notes (SBN) held and transacted during the period from 8.11.2016 to 30.12.2016 as provided in the Table below:

Particulars	SBNs	Other Denomination Notes
CLOSING CASH IN HAND AS ON 08.11.2016	*61378.88	378.88
(+) PERMITTED RECEIPTS	54800.00	
(-) PERMITTED PAYMENTS	1200.00	
(-) AMOUNT DEPOSITED IN BANK	61300.00	(500*122)+(100*3)= 61300.00
CLOSING CASH IN HAND AS ON 30.12.2016	53600.00	

\* Rs. 78.88 written off as misc. expenses.

#### 2.25 Post Balance Sheet Events

Material events occurring after the Balance Sheet are taken into consideration however no material event occurred during the year.

#### 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 31.03.2017

As per our even Report attached

#### For K. BHANSALI & CO.

Chartered Accountants  
Firm Registration No. 322434E

(K. S. Bhansali)  
(Proprietor)  
Membership No. 011716

#### For PR Holdings Ltd.

Richa Aggarwal  
(WTD & CFO)  
DIN: 07223813

Meena Aggarwal  
Director  
DIN: 07153996

Dated : 26.05.2017



**P R HOLDINGS LIMITED**

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

**ATTENDANCE SLIP**

**34th ANNUAL GENERAL MEETING**  
**MONDAY, 25<sup>TH</sup> SEPTEMBER, 2017, AT 02:00 P.M.**  
**AT R-489, GF-C, NEW RAJINDER NAGAR, NEW DELHI- 110060**

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 34<sup>th</sup> 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
<b>1 0 6 7 5 8</b>		

Please refer to Note No 19 of NOTICE

**REGISTRATION OF E-MAIL & CONTACT DETAILS 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**

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

**34th ANNUAL GENERAL MEETING**

**MONDAY, 25th SEPTEMBER, 2017, AT 02:00 P.M.**  
**AT R-489, GF-C, NEW RAJINDER NAGAR, NEW DELHI- 110060**

**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]

Affix  
 Revenue  
 Stamp

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 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 34th Annual General Meeting of the members of the Company, to be held on **Monday, 25.09.2017 at 02:00 P.M. at "R-489, GF-C, New Rajinder Nagar, New Delhi- 110060"** and at any adjournment thereof in respect of such Resolutions as indicated below:-

S. No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST
1.	To receive, consider & adopt the Audited Balance Sheet and Profit & Loss as on 31.03.2017 and Cash Flow Statements for the year ended 31.03.2017 alongwith the Reports of Auditors & Directors thereon		
2.	To re-appoint Mr. Deepak Sharma (DIN:00293945) as Director who retires by rotation and 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 September 2017

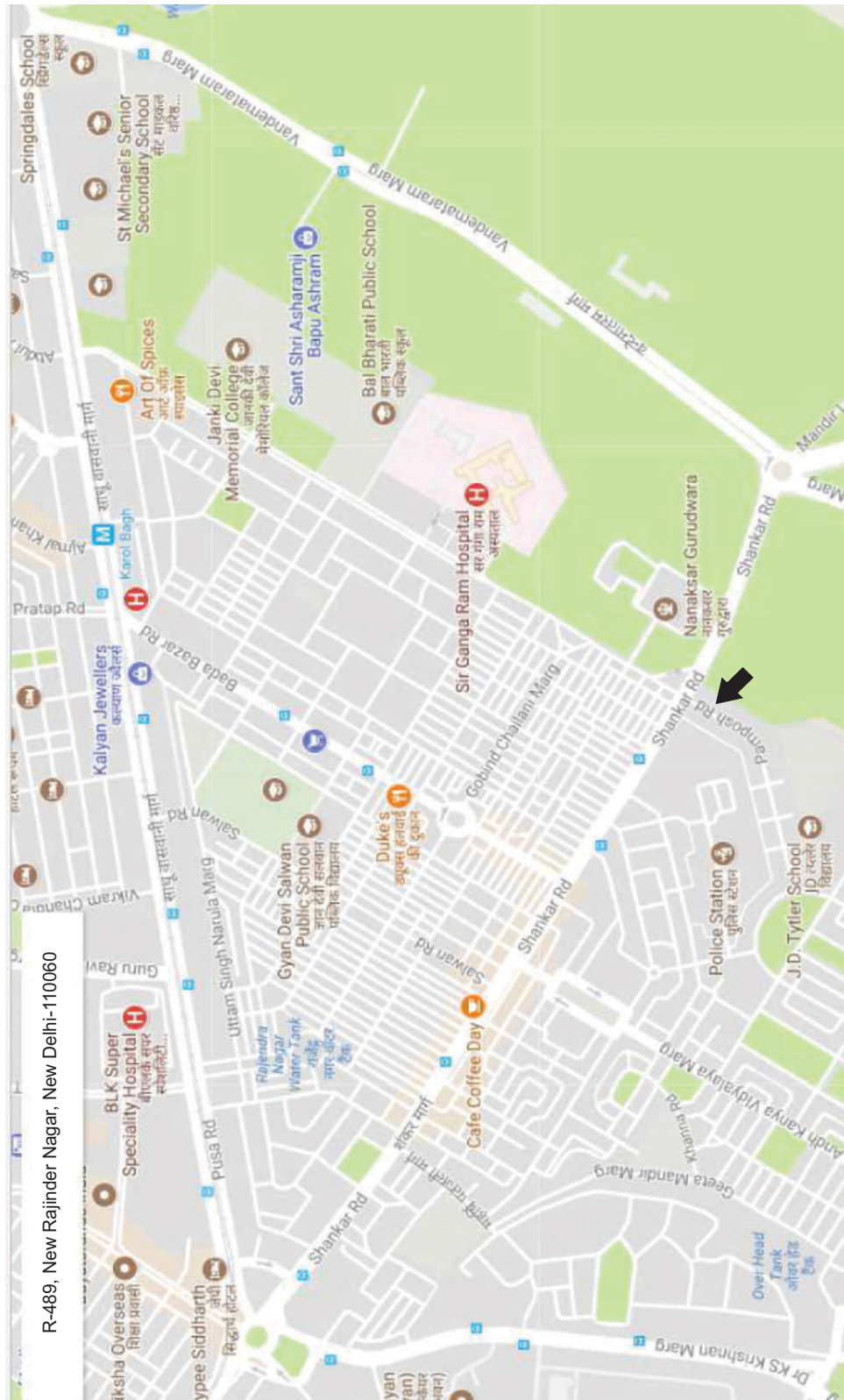
Signature of Shareholder

Signature of Proxy

**Notes:**

1. 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.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 34th AGM.
3. \*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.
4. Please complete all details including details of member(s) in the above box before submission.

**ROAD MAP**



R-489, New Rajinder Nagar, New Delhi-110060