

**NOTICE OF ANNUAL GENERAL MEETING**

To

The Members

**P R Holdings Limited**

CIN: L27310DL1983PLC314402

New Delhi-110060

**NOTICE IS HEREBY GIVEN THAT 42nd ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, 29th DAY OF SEPTEMBER, 2025 AT 01.00 P.M.** through VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM'), however, THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED

AT "R- 489, GF-C, NEW RAJINDER NAGAR, NEW DELHI-110060"

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

**ORDINARY BUSINESS**

**ITEM NO.- 1**

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2025 and the Statement of Profit and Loss & Cash Flow Statements, etc., for the year ended on that date along with the Reports of Auditors and Directors thereon.

**ITEM NO.- 2**

To appoint a Director in place of Mrs. Sakshi Gupta (DIN: 09773654) who retires by rotation and being eligible offers herself for re-appointment as a Director.

**ITEM NO.- 3**

To ratify/ re-appoint M/s G.K. Kedia & Co. (FRN – 013016N), as statutory auditors 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 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 G. K. KEDIA & Co., Chartered Accountants, FRN 013016N, be and are hereby ratify/ re-appointed as Statutory Auditors of the Company, to hold the Office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, who were appointed in 39th E- AGM, held on 24.09.2022, till the conclusion of the 44th Annual General Meeting for a period of 5 years from F.Y. 2022-23 to F.Y. 2026-27, at such remuneration as may be fixed by Board of Directors of the Company with the consultation of Auditors."

**SPECIAL BUSINESS**

**ITEM NO.-4**

**TO MAKE/ GRANT LOAN(S) or GIVE GUARANTEE(S) or MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT u/s 186 OF COMPANIES ACT, 2013**

To consider and if thought fit, to pass, with or without modification(s),

the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the statutory provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and other applicable provisions including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, if any, and subject to such other consents, permissions, sanctions, approvals, as may be required/ necessary, the approval/consent of the shareholders/members of the Company, be and is hereby accorded to the Board of Directors of the Company to;

- (a) grant/give any loan(s), from time to time, on such terms and conditions as it may deem expedient, to any person(s) or any body corporate(s);
- (b) give/ provide any guarantee/security to secure any loan/ obligation(s) of any other person(s) or body corporate(s); and

(c) to acquire by way of subscription, purchase/deal/invest/trade/buy & sell and to hold Stocks & Bonds or otherwise the securities of any other body corporate(s), from time to time, in excess of limit specified under Section 186 of the Companies Act, 2013, for an aggregate amount not exceeding Rs. 4,00,00,000 (Rupees Four Crore only) over and above the limit prescribed under Section 186, notwithstanding that the aggregate of loan and investments so far made, the amounts for which guarantee or security so far provided, along with the investments, stocks, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is More, notwithstanding that such stocks & investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed u/s 186 of Companies Act, 2013 as in their (Board of Directors) absolute discretion deem fit & proper & beneficial and in the interest of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said stocks, bonds, investments, loans, securities, guarantees, as they deem fit and in the best interest of the Company and to take all such steps as may be necessary in that regard."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, any Director and/or Board of Directors, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and/or incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution along with signing and filing of necessary Form(s) & Returns with Registrar of Companies/ MCA and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to seek/secure any further Approval(s) of the members of the Company."

**ITEM NO. – 5:**

**TO APPOINT MS. MONIKA CHANANA, AS INDEPENDENT DIRECTOR**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or reenactment thereof, for the time being in force) and Clauses of the Listing Agreement, Ms. Monika Chanana (DIN: 07442971), who was appointed as Non-Executive & Independent Director, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company w.e.f., 02.09.2025 and has submitted a declaration that she meets the criteria for independent director as provided in section 149, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive & Independent Director of the Company for a period of 5 (five) consecutive years from the date of this 42nd Annual General Meeting and She shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** Mrs. Sakshi Gupta (DIN: 09773654), or any other Director of the Company, be and is hereby authorised to sign and file the requisite forms, submissions and returns with the concerned Registrar of Companies and Stock Exchange(s), & Others, etc. and to do all such acts, deeds and things as he may consider necessary to achieve the aforesaid purposes and to take such steps as he may be deem fit or desirable to give effect to the aforesaid resolution and to do the needful."

**ITEM NO. – 6:**

**TO APPOINT MR. DEEPAK GUPTA, AS INDEPENDENT DIRECTOR**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or reenactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Deepak Gupta (DIN: 07580266) who was appointed as Non-Executive & Independent Director, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, w.e.f. 02.09.2025 and has submitted a declaration that he meets the



criteria for independent director as provided in section 149, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive & Independent Director of the Company for a period of 5 (five) consecutive years from the date of this 42<sup>nd</sup> Annual General Meeting and he shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** Mrs. Sakshi Gupta (DIN: 09773654), or any other Director of the Company, be and is hereby authorised to sign and file the requisite forms, submissions and returns with the concerned Registrar of Companies and Stock Exchange(s), & Others, etc. and to do all such acts, deeds and things as he may consider necessary to achieve the aforesaid purposes and to take such steps as he may be deem fit or desirable to give effect to the aforesaid resolution and to do the needful."

**ITEM NO. – 7: TO CONSIDER & TO APPOINT SECRETARIAL AUDITORS, M/S B. BHUSHAN & CO.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company M/s B. Bhushan and Company, Practicing Company Secretaries, New Delhi {Peer Review 3425/2023}, [CoP 14469] (M # A31951), be and are hereby appointed as the Secretarial Auditors of the Company, to hold Office for a period of '5' (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Secretarial Auditors.

**"RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Date : 02.09.2025  
Place : New Delhi

By Order of Board of Directors  
**P R HOLDINGS LIMITED**  
SAKSHI GUPTA  
WTD & CFO (DIN: 09773654)  
Address: 1136, Main Bazar, Paharganj,  
New Delhi - 110055

**➤ IMPORTANT NOTES:**

- A. General instructions for accessing and participating in the 42nd AGM through VC/OAVM facility and voting through electronic means including remote e-Voting
- The Ministry of Corporate Affairs ("MCA") vide its Circular No. 10/2022 dated December 28, 2022 read together with Circular No. 02/2022 dated May 05, 2022, Circular No. 21/2021 dated December 14, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 5, 2020, Circular No. 17/ 2020 dated April 13, 2020 and Circular No. 14/ 2020 dated April 8, 2020 (collectively referred to as "MCA Circulars"), have permitted holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), as amended from time to time and MCA Circulars, and Circulars issued by Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/ HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 read together with Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/ HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars"), the AGM of the Company is being held through VC / OAVM. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM Facility, which does not require physical presence of members at a common venue. Deemed Venue for the 42nd AGM shall be the Registered Office of the Company.
  - In compliance with the aforesaid MCA Circulars and SEBI Circulars, NOTICE of the AGM along with the Annual Report for financial year 2024-25 is being sent only through Electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for financial year 2024-25 will also be available on website of the Company i.e. [www.prholding.in](http://www.prholding.in), website of the Stock Exchanges i.e. MSEI Limited ([www.msei.in](http://www.msei.in)) and also on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) respectively.  
Hard Copies shall be sent to those members who shall request for the same, free of cost.
  - A Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on a Poll instead of himself/herself and a Proxy need not be a member of the Company. However, pursuant to MCA Circulars and SEBI Circulars, the AGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the E-AGM through VC/OAVM facility and e-Voting during the E-AGM.
  - Since the AGM will be held through VC/OAVM Facility, the 'Route Map' is not annexed.
  - Attendance of the Members participating in the AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.
  - National Securities Depositories Limited ("NSDL") will be providing facility for e-voting through EVEN [136505] from 9.00 a.m. **September 26, 2025** to 5.00 p.m. **September 28, 2025**.
  - [www.Bookawebinar.com](http://www.Bookawebinar.com) (OA/OAVM Facility) Provider shall provide the Log- In particulars including website url/ links to all the shareholders as on cut-off date for participation in the AGM through VC/OAVM Facility and Voting during the AGM.  
For any query regarding to attend /vote at the E-AGM stakeholders may contact to, please read/ refer point [B] below or Members may also address their Queries relating to e-voting to the company's e-mail ID [prholding1983@gmail.com](mailto:prholding1983@gmail.com)
  - Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 12:30 p.m. IST i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the Window for joining the VC/OAVM Facility after the Conclusion of AGENDA/ Business(es).
  - Members may note that the VC/OAVM Facility, provided by [www.Bookawebinar.com](http://www.Bookawebinar.com) allows participation of all registered shareholders on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, directors, key managerial personnel, the Chairpersons of the Audit



The entire proceeding of the meeting shall be recorded and the minutes / proceedings of the meeting shall be preserved by the Company in Terms of the General Circular No. 14/2020 dated 8th April, 2020 issued by MCA.

Members can submit 'Questions' in Advance with regard to the financial statements or any other Matter to be placed at the e - AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address [prholding1983@gmail.com](mailto:prholding1983@gmail.com) at least 7 days in Advance before the start of the meeting i.e. by **22.09.2025** by 5.00 p.m. IST.

Such Questions by the Members shall be taken up during the meeting & replied by the Company suitably.

Members, who would like to ask Questions during the 42nd e - AGM with regard to the financial statements or any other Matter to be placed at the 42nd e- AGM, need to Register themselves as Speaker by sending their 'Request from' their registered email address mentioning their name, DP ID and Client ID number & folio number and Mobile number, to reach the Company's email address before **22.09.2025**.

Those Members who have registered themselves as a Speaker shall be allowed to ask Questions during the e- AGM, depending upon the availability of time

**NOTES :-**

1. The relevant 'Explanatory Statement' pursuant to section 102(1) of the Companies Act, 2013, in respect of 'Special Business' set out in item No. 4, 5, 6 and 7 is annexed hereto.
2. Corporate Members intending to attend the E-AGM through their authorized Representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing the Representatives to attend the AGM through VC. Not less than 48 hours before the AGM.
3. In case of several joint-holders attending the E-AGM, only such joint-holder who is higher in the order of names will be entitled to vote at the meeting.
4. Notice is also given u/s 91 of the Act read with Regulation 42 of the SEBI (LODR) Regulations, 2015 as amended from time to time, that the Register of Members and Share Transfer Register of the Company will remain closed from **22.09.2025 to 03.10.2025** (both days inclusive).  
Queries proposed to be raised at the AGM may be sent to the Company at least 7 (Seven) days prior to the date of AGM on Company's email address to enable the Management to Compile the relevant information enabling to reply the same.
5. Copies of the MoA and AoA and the Documents referred to in the Notice, shall be kept 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.
6. Members who hold shares in De-materialized form are requested to show/ prove their Client ID and DPID Numbers for easier identification of their attendance at the E-AGM.
7. Brief Profile of the Retiring Director seeking appointment/re-appointment, forms part of the Notice.
8. Share transfer documents and all correspondence relating thereto, should be addressed to RTA or to Company.
9. SEBI has mandated submission of Permanent Account Number (PAN), Contact Details, Email, Phone, etc., by every participant in securities market. Members holding shares, in Demat form are, therefore, requested to submit / update PAN & Email, Mobile no. & other contact details to the Depository Participants with whom they are maintaining their demat accounts.  
Members holding shares in Physical form are required to submit their PAN, Email, Mobile no. & other contact details to RTA or to the Company and Company encourage & promote shareholders to Dematerialize their physical shareholding.
10. Members are requested to:
  - i. Quote their folio number(s)/ Client ID/ DPID in all correspondence.
  - ii. Please Notify Change(s), if any, in your contact details, PAN, Registered Address along with Pin Code Number, Mobile, and E-mail ID, etc., to the RTA or to Company.
11. Electronic copy of the 'Annual Report' and 'Notice of the Annual General Meeting' inter-alia indicating the process and manner of e-voting along with the details of E-AGM through Video Conferencing / OAVM is being sent to all the Members whose email IDs are registered with the Company / RTA / Depository Participants(s) for communication purposes. Members who have not registered their Email, copy of Notice and Annual Report for 2024-25 can be downloaded from Website of the company or the website of the MSEI or the NSDL.

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Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., can attend the AGM without any Restriction on account of first-come first-served principle.

- j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.

- B. Instructions for Members for participating in the 42nd AGM through VC/OAVM are as under:-  
Convenience of different persons positioned in different places/zones has been kept in mind before scheduling the time for this Meeting.

The Company has appointed [www.bookawebinar.com](http://www.bookawebinar.com), to provide VIDEO CONFERENCING FACILITY for the AGM and the "Attendant Enablers" for conducting of the e-AGM. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by [www.bookawebinar.com](http://www.bookawebinar.com).

*Members may access the same at*

**<https://us06web.zoom.us/j/81034946463?pwd=UeUjbEAvD4NPaGNQ0G6E7zLeqMvB7N.1>**

by clicking and registering in advance.

ZOOM MEETING ID : 810 3494 6463

Upon Registration, members shall receive the login credentials for the said AGM video conference.

- Members are requested to follow the Procedure given below:

- i. Launch internet browser (chrome/Firefox/safari) by copying the URL in address bar:

**<https://us06web.zoom.us/j/81034946463?pwd=UeUjbEAvD4NPaGNQ0G6E7zLeqMvB7N.1>**

- ii. While Registering, please enter the information in following Format:

- |                     |   |   |
|---------------------|---|---|
| a. First Name Field | : | Full Name   |
| b. Last Name Field  | : | Folio No/Client ID-DPID                             |
| c. Email            | : | Email ID registered with the Company/Depository     |
| d. Phone            | : | Phone Number registered with the Company/Depository |
| e. Designation      | : | Choose from Dropdown                                |

- iii. Register yourself for the meeting to receive joining link embedded with encrypted password on your email id.

- iv. On the date of AGM, click on "Click here to Join" received on the registered E-Mail id from [noreply@zoom.us](mailto:noreply@zoom.us)

- v. ZoomApp can be downloaded on your smart phone/Computer/Laptop from <https://zoom.us/>

- vi. After logging in, click on "Join with video and audio" option to attend the Meeting.

- vii. Members intending to ask Questions at the AGM, may click "Raise hand" option available on the platform after the start of the meeting.

- viii. For E Voting, Polls and Chat Sections will be used along with show of hands as per availability and technical Feasibility.

- ix. Attendance shall be taken at the Commencement of the meeting and any subsequent joiners shall have to mention their presence on the chat portal.

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

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

Please note that Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hot spot may experience Audio/Video Loss due to fluctuation in their respective Network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

In case of any issues in Joining the meeting, send a WhatsApp to the technical team by clicking on the link- <https://api.whatsapp.com/919971278797> or send a mail to [bookawebinar@gmail.com](mailto:bookawebinar@gmail.com)



Members may also note that the Notice and the Annual Report for F.Y. 2024-25 will also be available on the website of Company [www.prholding.in](http://www.prholding.in) & RTA & NSDL & MSEI Ltd. 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).

12. 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.
13. The "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document(s) by a company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like Notice calling the Annual General Meeting / Extra Ordinary General Meeting / Audited Annual Accounts / Report of the Auditors / Report of the Directors, etc., in Electronic form to the E-mail address provided by the shareholders.
14. 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 AGM.
15. 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 Annual General Meeting (AGM) by electronic means and the business maybe transacted through Remote E-Voting Services provided by NSDL:

the instructions for E-voting are as under:-

- (i) in case of members receiving an Email from NSDL:
  1. Open E-mail and open attached PDF file "P R Holding e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
  2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
  3. Click on "Shareholder-Login".
  4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
  6. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
  7. Select Electronic Voting Event Number "EVEN" of P R Holding Limited [ **136505** ] 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 26.09.2025 (9:00 am) till 28.09.2025 (5:00 pm).

Note: E-voting shall not be allowed beyond said time.

8. Cast your vote by selecting appropriate options and click on "Submit" and also "Confirm", when prompted.
9. Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter you will not be allowed to modify vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [b.bhushanandcompany@gmail.com](mailto:b.bhushanandcompany@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **GENERAL INSTRUCTIONS**

1. E-voting period begins at 09.00 A.M. on **26.09.2025** and ends at 5:00 P.M. on **28.09.2025**.  
During this period Member's of the company, holding shares either in Physical form or in Dematerialized form, as on

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the Cut-off date (record date) i.e. **22.09.2025** 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. E-voting module shall be disabled by NSDL for voting thereafter.

2. The facility for voting through poll shall be made available at the E-AGM and the Members attending through VC/OAVM who have not cast their vote by remote e-voting shall be able to vote at the E-AGM through voice/ show of hands.
3. Members who have cast their vote by remote e-voting may also attend E-AGM 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. **22.09.2025**.
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 shall be entitled to avail facility of remote e-voting/ Poll at E-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: 18001020990 or contact Assistant Manager NSDL at designated email id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone nos. 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. There after 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 voice/show of hand and through remote e- voting, shall within a period not exceeding (2) TWO days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. Results declared along with 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  
**P R HOLDINGS LIMITED**

Date : 02.09.2025  
Place : New Delhi

SAKSHI GUPTA  
WTD & CFO (DIN: 09773654)  
Address: 1136, Main Bazar, Paharganj,  
New Delhi - 110055



**Brief Profile of Director seeking appointment / re-appointment****ITEM No. 2**

Mrs. Sakshi Gupta, (DIN: 09773654) as a Director, who retires by rotation and being eligible offers herself for re-appointment.

Mrs. Sakshi Gupta (DIN: 09773654), holds Post Graduate Diploma in Business Administration, specialized in "Human Resource Management " from Symbiosis Centre for Distance Learning (SCDL) and she has over 7+ years of experience in the fields of Administration, HR, etc.

Mrs. Sakshi Gupta is not related to any Director of the Company, nor does she hold any Shares of the Company. The Board recommends the resolution for approval by the shareholders, except Mrs. Sakshi Gupta, no other Director has any interest or concern in this resolution.

**EXPLANATORY STATEMENT**

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

In conformity with the provision of Section 102 of the companies Act, 2013, the following Explanatory Statement sets out all material facts relating to certain Business(es) mentioned in the accompanying Notice and should be taken as forming part of the Notice.

**ITEM NO. – 4 TO MAKE LOAN(S) or GIVE GUARANTEE(S) or MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT u/s 186 OF THE COMPANIES ACT, 2013**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons, entities, or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate in excess of 60% of its *paid - up share capital, free reserves and securities premium account or 100%* of its *free reserves and securities premium account, whichever is More*, with approval of Members by *special resolution* passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of '*Special Resolution*', upto a Limit of Rs. 4,00,00,000(*Rupees Four Crore only*) as proposed in the Notice.

The Directors therefore, recommend the '*Special Resolution*' for approval of the shareholders. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 5 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested financially or otherwise in the resolution at Item no. 4 of the accompanying Notice.

**ITEM NO. – 5: APPOINTMENT OF Ms. MONIKA CHANANA, AS INDEPENDENT DIRECTOR**

As per the provisions of section 149 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and amended Clause 49 of the Listing Agreement, the Company shall have at least one-Woman Director on the Board of the Company. In view of the provisions stated Companies Act, 2013 and the fact that Knowledge & Experience of **Ms. Monika Chanana (DIN: 07442971)**, which can be utilised in the best interest of the Company or its shareholders it is necessary that she be appointed as the Non-Executive & Independent Director of the Company.

The Board of Directors recommends that Ms. Monika Chanana be appointed as the Non-Executive Independent Director of the Company, not liable to retire by rotation, for the period of '5'(five) consecutive years effective.

A candidature under section 160 of the Companies Act, 2013 along with the requisite fee has been received from one of the members of the Company proposing Ms. Monika Chanana for the office of Director of the Company.

Ms. Monika Chanana has given her Consent under section 152 (5) of the Companies Act, 2013 to act as the Director of the

## P R HOLDINGS LIMITED

Company along with the Declaration of not being disqualified under section 164 of the Act to become the director of the Company.

In the opinion of the Board of Directors, Ms. Monika Chanana be the Non-Executive Independent Director proposed to be appointed fulfils the conditions specified in the Act and the Rules made thereunder. A copy of the terms and conditions of appointment of Ms. Monika Chanana shall be open for inspection by the Members at the Office of the Company during normal business hours on any working day, excluding Saturday & will also be available at the website of the company.

Brief Resume of Appointee Director Ms. Monika Chanana (DOB-15.10.1991) holds MBA and CS degrees and has over 6 years of experience in the fields of legal & statutory compliances, etc.

Brief Resume of Appointee Director

Ms. Monika Chanana (DoB-15.10.1991) holds MBA and CS degrees and has over 6 years of experience in the fields of legal & statutory compliances, etc.

At present he holds the Directorship in the following Companies :-

S. NO	Name of Company	Designation
1	ARUDRA OASIS HOSPITALITY LIMITED	Company Secretary
2	HADEEK LEGAL SOLUTIONS PRIVATE LIMITED	Director - Promoter

Ms. Monika Chanana does not hold any Shares in this Company.

Disclosure of Interest of Board Members : None of the Directors except Ms. Monika Chanana is interested in the proposed resolution.

Ms. Monika Chanana shall be deemed to be interested in the resolution to the extent of her appointment as the Independent Director.

The resolution stated in the Item No. '5' is placed for kind consideration and approval of members of the Company. Board recommends the appointment of Ms. Monika Chanana as the Non Executive Independent Director of the Company.

### ITEM NO. -6: APPOINTMENT OF MR. DEEPAK GUPTA, AS INDEPENDENT DIRECTOR

The Board of Directors recommends that Mr. Deepak Gupta (DIN: 07580266) be appointed as the Non-Executive Independent Director of the Company, not liable to retire by rotation, for the period of '5'(five) consecutive years effective. A candidature under section 160 of the Companies Act, 2013 along with the requisite fee has been received from one of the members of the Company proposing Mr. Deepak Gupta for the office of Director of the Company.

Mr. Deepak Gupta has given his Consent under section 152 (5) of the Companies Act, 2013 to act as the Director of the Company along with the Declaration of not being disqualified under section 164 of the Act to become the director of the Company.

In the opinion of the Board of Directors, Mr. Deepak Gupta be the Non-Executive Independent Director proposed to be appointed fulfils the conditions specified in the Act and the Rules made thereunder. A copy of the terms and conditions of appointment of Mr. Deepak Gupta shall be open for inspection by the Members at the Office of the Company during normal business hours on any working day, excluding Saturday & will also be available at the website of the company.

Brief Resume of Appointee Director

Mr. Deepak Gupta (DoB-02.05.1989) holds B.Com, CS and LLB degrees and has over 10 years of experience in the fields of finance, IT, etc.

At present he holds the Directorship in the following Companies :-

S.NO	Name of Company	Designation
1	CHARTBUSTERS HOMEAPPLIANCES PRIVATE LIMITED	Director - Shareholder

Mr. Deepak Gupta does not hold any Shares in this Company.

Disclosure of Interest of Board Members : None of the Directors except Mr. Deepak Gupta is interested in the proposed resolution.

Mr. Deepak Gupta shall be deemed to be interested in the resolution to the extent of his appointment as the Independent Director.



The resolution stated in the Item No. '6' is placed for kind consideration and approval of members of the Company. Board recommends the appointment of Mr. Deepak Gupta as the Non-Executive Independent Director of the Company.

**ITEM NO. – 7: APPOINTMENT OF SECRETARIAL AUDITORS - M/S B. BHUSHAN & CO.**

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI Listing Regulations") and provisions of Section 204 of the Companies Act, 2013, (the "Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has, based on the recommendation of the Audit Committee and subject to the approval of the Members, approved the appointment of M/s B. Bhushan and Company, Practicing Company Secretaries, New Delhi (Peer Review 3425/2023), [CoP 14469] (M # A31951), as the Secretarial Auditors of the Company for a period of '5'(five) consecutive years commencing from the Financial year 2025-26 till the Financial Year 2029-30.

M/s B. Bhushan and Company, have consented to the proposed appointment and have confirmed their eligibility for the same. They have further confirmed that their appointment, if made, would be within the limits specified by the Institute of Company Secretaries of India. They have also confirmed that they are not disqualified to be appointed as the Secretarial Auditors in terms of the applicable provisions of the Act, and Rules made there under, the Company Secretaries Act, 1980, and the SEBI Listing Regulations and holds a Valid Peer Review Certificate.

The details required to be disclosed under Regulation 36(5) of the SEBI Listing Regulations, (as amended), are as under :-

Term of Appointment: '5'(five) consecutive years commencing from the FY 2025-26 till the FY 2029-30.

Proposed fees payable to the Secretarial Auditors: The Fee payable to Secretarial Auditors shall be determined by the Board of Director based on the Recommendations of the Audit Committee.

Basis of recommendation for appointment: The Audit Committee and the Board of Directors, while recommending the appointment of M/s B. Bhushan and Company, have taken into consideration, among other things, the credentials of the auditor, competence, efficiency & conduct of audit, independence, and proven track record based on the evaluation of the quality of audit work done by them in the past. This recommendation is based on a holistic assessment of M/s B. Bhushan and Company, ability to effectively discharge the responsibilities of secretarial audit in compliance with applicable legal and governance standards.

Credentials of the proposed Secretarial Auditors: M/s B. Bhushan and Company, was established in 2009.

It is a reputed firm specializing in corporate secretarial services and compliances, including Secretarial Audits, Due Diligence, SEBI Regulations, the Insolvency and Bankruptcy Code, and other related areas. M/s B. Bhushan and Company, serves a diverse clientele across various sectors, including listed and unlisted companies. The firm also provides strategic support for establishing business operations along with legal assistance incorporate law matters, dispute resolution, and other related areas.

M/s B. Bhushan and Company is led by a team of seasoned professionals with over 9 years of experience in delivering corporate legal and secretarial services, supported by a diverse team of domain experts offering a wide array of solutions across corporate governance, regulatory compliance, and commercial law.

M/s B. Bhushan and Company is registered with the Institute of Company Secretaries of India and holds a valid Peer Review Certificate. The firm operates from its office in New Delhi.

None of the Directors, Key Managerial Personnel of the Company, or any of their relatives, are in any way, concerned or interested in this Resolution.

The Board of Directors of the Company recommends the resolution for approval of Members of the Company, as set out in Item No. '7' of the Notice as an Ordinary Resolution.

By Order of Board of Directors  
**P R HOLDINGS LIMITED**

Date : 02.09.2025  
Place : New Delhi

SAKSHI GUPTA  
WTD & CFO (DIN: 09773654)  
Address: 1136, Main Bazar, Paharganj,  
Swami Ram Tirth Nagar,  
New Delhi - 110055