

Scrutinizer Report

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

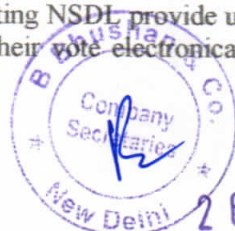
Dear Sir,

We, B. Bhushan & Co. (Company Secretaries) appointed as Scrutinizer(s) for the purpose of the e-voting and poll taken on the below mentioned resolution(s), at the 37th Annual General Meeting through Video conferencing of the Equity Shareholders of **P R Holdings Limited** (CIN :- L27310DL1983PLC314402) having its Registered office at R-489, GF-C, New Rajinder Nagar, New Delhi-110060, held on **24th September, 2020** at R-489, GF-C New Rajinder Nagar, New Delhi-110060, submit our report as under:

The Company held the 37th AGM on, **24th September, 2020** through video conferencing in accordance with the provisions of Companies Act, 2013 (the Act) read with the General Circulars issued by the Ministry of Corporate Affairs.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting at the AGM by the shareholders on the resolutions set out in the Notice of the 37th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer was to ensure that the e-voting process is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions set out in the notice of AGM.

1. The Company has informed that, on the basis of Register of Members and List of Beneficial Owners made available by the Depositories viz: NSDL/CDSL the company completes the dispatch of Notice of AGM on 31st August, 2020.
2. The voting rights were reckoned as on 18th September, 2020 being the cutoff date for the purpose of deciding the entitlement of the members at e-voting and voting at the AGM.
3. The Company has appointed NSDL as the agency to provide the E-voting platform.
4. E-Voting platform was opened from 21st September, 2020 (9.00 A.M.) to 23rd September, 2020 (5.P.M.).
5. As prescribed under The Companies Act, 2013 and Rules framed there under, the scrutinizer shall have access after the closure of period of e-voting and before the start of AGM, to only such details relating to the members who have cast their vote, such as their Name, Folio No. , Number of shares held, but not the manner in which they cast their vote. And accordingly the NSDL had provided the same to us.
6. On completion of the meeting NSDL provide us the details to the e-voting results with the list of members who have cast their vote electronically with their shareholding details and details on vote on each resolution.



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7. The company provides Video Conferencing and voting facility at AGM through bookawebinar.com(VC/OAVM facility provider).
8. On completion of voting at the AGM, bookawebinar.com(VC/OAVM facility provider) provided us with the list of members who had cast their votes, their holding details and details of votes cast on the Resolution.
9. The details of members were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
10. We downloaded the e-voting results from NSDL and consolidate the results as under mentioned

RESOLUTION(S):-

ITEM NO. – 1: To receive, consider and adopt the Audited Balance Sheet as at 31.03.2020 and statement of Profit and Loss Account & Cash Flow Statements for the Financial Year ended on that date alongwith the Reports of Auditors and Directors thereon.

a) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	106	432880	44.13
Poll	6	548000	55.87
Total	112	980880	100

b) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

c) Invalid votes :

	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them	% of total number of votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

*(Based on the aforesaid result, resolution as contained in Item no.1 in the Notice dated 10th August, 2020 has been passed with the Requisite Majority.)



ITEM NO. – 2: To re-appoint Mrs Richa Gupta (DIN: 07223813) as Director who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

a) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	106	432880	44.13
Poll	6	548000	55.87
Total	112	980880	100

b) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

c) Invalid votes :

	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them	% of total number of votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

*(Based on the aforesaid result, resolution as contained in Item no.2 in the Notice dated 10th August, 2020 has been passed with the Requisite Majority.)

ITEM NO. – 3: To re-appoint M/s K.Bhansali & COMPANY, Chartered Accountants, FRN 322434E, as Statutory Auditors of the Company, and to fix their remuneration

a) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	106	432880	44.13
Poll	6	548000	55.87
Total	112	980880	100

b) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0



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c) Invalid votes :

	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them	% of total number of votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

*(Based on the aforesaid result, resolution as contained in Item no.3 in the Notice dated 10th August, 2020 has been passed with the Requisite Majority.)

ITEM NO. – 4: To Confirm re-appointment of Mrs. Richa Gupta, as WTD & CFO.

a) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	106	432880	44.13
Poll	6	548000	55.87
Total	112	980880	100

b) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

c) Invalid votes :

	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them	% of total number of votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

*(Based on the aforesaid result, resolution as contained in Item no.4 in the Notice dated 10th August, 2020 has been passed with the Requisite Majority.)

ITEM NO. – 5: To confirm re-appointment of Ms. Meena Aggarwal, as Independent Director

a) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	106	432880	44.13
Poll	6	548000	55.87
Total	112	980880	100



b) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

c) Invalid votes :

	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them	% of total number of votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

*(Based on the aforesaid result, resolution as contained in Item no.5 in the Notice dated 10th August, 2020 has been passed with the Requisite Majority.)

ITEM NO. – 6: To confirm re-appointment of Mr. Raman Mittal, as Independent Director

a) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	106	432880	44.13
Poll	6	548000	55.87
Total	112	980880	100

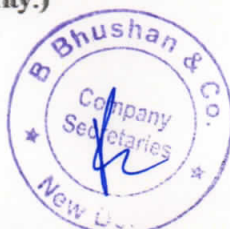
b) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

c) Invalid votes :

	Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them	% of total number of votes cast
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

*(Based on the aforesaid result, resolution as contained in Item no.3 in the Notice dated 10th August, 2020 has been passed with the Requisite Majority.)



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11. A PDF file containing a list of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is provided to the Company Secretary of the company for their record and references.
12. All relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,
For **B. Bhushan & Co.**
(Company Secretaries)

Bharat Bhushan
(Bharat Bhushan Garg)
COP:- 14469
M.No.:- 31951
Udin:- A031951B000784824



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Place: New Delhi
Dated: 26-09-2020