

# P R HOLDINGS LIMITED

Regd. Office: S - 6 & 7, G. S. Tower, Chatribari Road, Guwahati, Assam, 781021  
Corp. Office: 2<sup>nd</sup> Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057  
Tel: 011-26145816 E-mail: [prholding1983@gmail.com](mailto:prholding1983@gmail.com) Website: [www.prholding.in](http://www.prholding.in)  
CIN: L27310AS1983PLC007154

## NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

To  
The Members

Notice is hereby given that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable provisions of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the Company propose to seek the Shareholder's Consent for the following Resolution through voting by Postal Ballot / E-Voting:

### 1. CHANGE IN SITUATION OF REGISTERED OFFICE FROM STATE OF ASSAM TO NCT OF DELHI

The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolution proposed in this Notice setting out all material facts and reasons thereof alongwith Postal Ballot Form are annexed herewith for your consideration.

The Board of Directors in its meeting held on 20.08.2016 has appointed **M/s B. Bhushan & Co**, Practicing Company Secretary, (M. No. A31951 and COP No. 14469), New Delhi, of 1195, Gali Babu Ram, Sita Ram Bazar, Delhi - 110006, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

As required under the provisions of Sections 108 & 110 of the Act and other applicable rules in this regard and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company has engaged the services of National Securities Depository Limited ("NSDL") to provide E-voting facility to the members of the Company for Postal Ballot, as an alternative, which would enable the members to cast their votes electronically, instead of casting their votes physically.

The notice is being sent to all the Members, whose name appear in the Register of Members / Record of Depositories as on 19<sup>th</sup> August, 2016 (cut off date) & will be entitled to vote. The voting period begins from 9.00 A.M. on 25.08.2016 and ends at 5.00 p.m. on 24.09.2016. The e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and the members may refer to the instructions given for e-voting mentioned in this Notice.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage prepaid envelope, not later than the close of working hours (5.00 p.m.) on Saturday, 24.09.2016. **Note: Any Postal Ballot form(s) received after the said date will be treated as not been received and it shall be invalid.**

The Scrutinizer appointed will submit his final Report to the Chairman of the Company soon after the completion of his scrutiny and the Results of Postal Ballot will be declared by the Chairman or in his absence by the Director authorized by the Chairman at the 33<sup>rd</sup> AGM on 28<sup>th</sup> September, 2016 at the registered office of the Company. The results will also be uploaded on the website of the company and the same shall be intimated to the Stock Exchange(s).

**The date of declaration of results shall be the date on which the resolution was passed by the members.**

By Order of Board of Directors  
For P R Holdings Limited

Date: 20.08.2016  
Place: New Delhi

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

## **SPECIAL BUSINESS**

The following special resolution is proposed to be passed through postal ballot:

### **1. CHANGE IN SITUATION OF REGISTERED OFFICE FROM STATE OF ASSAM TO NCT OF DELHI**

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

“**RESOLVED THAT** pursuant to the applicable provisions of Section 12, 13 and Section 110 of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 and subject to necessary approvals, sanctions, permissions, and confirmations of Central Government and subject to the approval of Regional Director & Others, if any, and including such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, consent of the members be and is hereby accorded for Shifting the Registered Office of the Company from “S - 6 & 7, G. S. Tower, Chatribari Road, Guwahati, Assam – 781001” to “National Capital Territory of Delhi.”

**RESOLVED FURTHER THAT** 'Clause II' of the Memorandum of Association of the Company be deleted and substituted by the following new Clause:

#### **II. The Registered Office of the Company will be situated in the NCT of Delhi.**

**RESOLVED FURTHER THAT** for the aforesaid resolution becoming effective, the Registered Office of the Company be Shifted from the State of ASSAM to such place in the NCT of DELHI as may be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be required or considered necessary or incidental to the above mentioned change in the situation of the Registered office of the Company and further take all such steps as they may, in their absolute discretion, deem necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate any of its powers to any Director/ Official(s) of the company or to professionals or to consultants or to any other person to give effect to the aforesaid resolution.”

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

**Date : 20.08.2016**  
**Place : New Delhi**

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

### **NOTES AND INSTRUCTIONS:**

#### **Voting Through Electronic means:**

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is providing members facility to exercise their right to vote on resolution proposed to be passed in the 33<sup>RD</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting Services provided by NSDL:

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

1. Open E-mail and open attached PDF file “**PRHOLDING 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.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 E-voting Cycles.
7. Select the Electronic Voting Event Number "EVEN" of P R HODINGS LIMITED. [104664] 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 **25.08.2016 (9:00 A.M.) till 24.09.2016 (5:00 P.M.)**. **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 your vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF / JPEG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail 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 Postal Ballot by Post:**

1. User ID and initial password along with Electronic Voting Event Number "EVEN" of P R HODINGS LIMITED. [104664] is provided/ stapled/ annexed in the Annual Report for the purpose of Postal Ballot.
2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.
3. Or, Postal Ballot Form can be used to vote in respect of the Special Business & sign & return the Form duly completed, in the attached self addressed postage prepaid envelope, not later than the close of working hours (5.00 p.m.) on Saturday, 24.09.2016.

**General Instructions**

1. A Shareholder desirous of exercising vote by Postal Ballot in physical form should complete the Postal Ballot Form in all respect and send it duly signed to the Scrutinizer in the attached self-addressed envelope on which postage will be paid by the Company which should be properly sealed with adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid
2. The 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 Postal Ballot at the venue of AGM in a fair and transparent manner. The Members desiring to vote through Postal Ballot are requested to refer to the detailed procedure given above.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e. 19th August, 2016.
4. **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. 19th August, 2016 only shall be entitled to avail the facility to vote at the Postal Ballot.**
5. **Once the vote on the special resolution is cast by a member, the member shall not be allowed to change it subsequently and/or cannot cast the vote again.**

6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5 P.M. on Saturday, 24.09.2016. Postal Ballot Form (s) received after the said date will be strictly treated as invalid and as such no reply has been received from the Shareholder
7. In case of any query pertaining to E-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or contact 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 e-mail ID [rta@alankit.com](mailto:rta@alankit.com).
8. Members already registered with NSDL for E-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (6) to (9) mentioned in (i) above, to cast your vote.
9. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
10. Postal Ballot cannot be exercised by a proxy.
11. The Result of Postal Ballot will be declared at the Registered Office of the Company - "**S – 6 & 7, G. S. Tower, Chatribari Road, Guwahati, Assam, 781001**" on Wednesday, 28.09.2016 at 33<sup>rd</sup> A.G.M., and can also be downloaded from the Company's website and the same will be published in the Newspapers and be submitted to stock exchange(s). The 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). The results shall simultaneously be communicated to the Stock Exchanges, where the Company's shares are listed.

#### **EXPLANATORY STATEMENT**

(Explanatory Statement and reasons for the proposed special business Pursuant to section 102 of the Companies Act, 2013 & instructions for E-voting as per rules / regulations as may be applicable, are given hereunder)

#### **1. CHANGE IN SITUATION OF REGISTERED OFFICE FROM STATE OF ASSAM TO NCT OF DELHI**

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

After obtaining shareholders' approval, the Application will be submitted to the Regional Director(s)/ MCA/ Company Law Board/ Registrar of Companies/ etc., for sanction/ approval under section 13(4) of the Companies Act, 2013 and/or any other applicable provisions/rules of the said Act.

#### **Disclosure of Interest by the Directors**

None of the Directors and the Key Managerial Personnel of the Company are concerned or interested in aforesaid resolutions.

The resolution stated under item No.1 is being placed for the kind approval of Members of the Company by way of special resolution.

**Date : 20.08.2016**  
**Place : New Delhi**

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

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

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Tel: 011-26145816 E-mail: [prholding1983@gmail.com](mailto:prholding1983@gmail.com) Website: [www.prholding.in](http://www.prholding.in)  
CIN: L27310AS1983PLC007154

### POSTAL BALLOT FORM

**SERIAL No. :**

1. Name (s) of Shareholder(s) / Beneficial Owner including joint-holders, if any :
2. Registered Address of the Sole / First named Member(s) / Beneficial Owner(s) :
3. Registered Folio No. / Client ID No. :
4. No. of Shares held :

I / we hereby exercise my / our vote in respect of the Special Business to be transacted through Postal Ballot stated in the Notice issued by the Company dated 20.08.2016 by sending my/our Assent / Dissent to the said Resolution by placing Tick ( ) mark at the appropriate box below :

S. No.	Resolution Type	Particulars	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution	Resolution for Shifting the Registered Office of the Company from the State of Assam to NCT of Delhi			

Place :

Date :

Signature of the Shareholder / Beneficial Owner