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32ND ANNUAL GENERAL MEETING	
Date	26.09.2015
Day	SATURDAY
Time	10:00 A.M.
Place	GIRISH CHANDRA BARDALAI PATH, BAMUNIMAIDAN GUWAHATI, ASSAM - 781021

P R HOLDINGS LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS		
Mr. Deepak Sharma	DIN: 00293945	Director
Mr. Raman Mittal	DIN: 06877244	Independent Director
Mr. Navin Nischal Prasad	DIN: 00040552	Director
Ms. Meena Aggarwal	DIN: 07153996	Independent Director
Mrs. Richa Agarwal	DIN: 07223813	Whole Time Director & CFO

AUDITORS M/s K. BHANSALI & CO. Chartered Accountants, FRN – 322434E Mr. Kamal Singh Bhansali, Proprietor Membership No.: 011716 Address : 26/4, Armenian Street, Kolkata West Bengal – 700 001 Tel No. : 033-22183239 Mobile : 09748911155 Email Id: ksbhansali@gmail.com	CIN No. : L27310AS1983PLC007154 Date of Incorporation : 35677 dated 14.01.1983 Date of Commencement : 35677 dated 21.01.1983 PAN : AAACP6895R ISIN : INE160T01014 LISTING : 1. Calcutta Stock Exchange Ltd. - CSE 2. Delhi Stock Exchange Ltd* - DSE (*derecognized by SEBI on 19.11.2014)
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BANKERS 1. ICICI Bank Ltd. 82, Janpath, New Delhi – 110 001 2. State Bank of Bikaner & Jaipur CNW Park Street, 57 Park Mansion, Kolkata 3. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar, New Delhi – 110060	REGISTRAR Alankit Assignments Limited R.O: 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 4254-1960
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OFFICES

REGISTERED OFFICE Girish Chandra Bardalai Path, Bamunimaidan Guwahati, Assam – 781021	CORPORATE OFFICE 2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110 057
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CONTACTS DETAILS

Tel : 09818847497 Fax : 011-26143394	Email : prholding1983@gmail.com Website : www.prholding.in
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IMPORTANT COMMUNICATION TO THE MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by E-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their E-mail addresses, so far, are requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.

NOTICE OF ANNUAL GENERAL MEETING

To the Members,

NOTICE IS HEREBY GIVEN THAT 32nd ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SATURDAY, 26.09.2015 AT 10:00 A.M. AT "GIRISH CHANDRA BARDALAI PATH, BAMUNIMAIDAN, GUWAHATI, ASSAM - 781021"

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 2015 and the 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. N. N. Prasad (DIN: 00040552) 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 to hold office from the conclusion of this meeting until the conclusion of next annual general meeting of the Company on such remuneration as the Board may decide.

SPECIAL BUSINESS

ITEM NO. – 4:

TO CONFIRM APPOINTMENT OF MRS. RICHA AGARWAL AS WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER

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

"RESOLVED THAT pursuant to Section 196, 197 read with Schedule V and provisions of Articles of Association of the Company and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) Mrs. Richa Agarwal (DIN: 07223813) who was appointed by the Board at the Meeting held on 30.06.2015 as Whole Time Director & Chief Financial Officer of the company, subject to the approval of Members and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received by the Company from a member signifying his intention to propose her as a candidate for the office of Whole Time Director and Chief Financial Officer of the Company, for a period of 5 (Five) consecutive years and accordingly the said appointment is hereby confirmed / ratified in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to take such steps as may be necessary or desirable to give effect to the aforesaid resolution"

ITEM NO. – 5:

TO CONFIRM APPOINTMENT OF MS. MEENA AGGARWAL 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 re-enactment thereof, for the time being in force) Ms. Meena Aggarwal (DIN: 07153996), who was appointed by the Board at the meeting held on 30.06.2015 as an independent director, subject to the approval of members and in respect of whom the Company has received a notice in writing under section 160 of the Companies

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Act, 2013 from a member proposing her candidature for the office of Director, for the period of 5 (five) consecutive years and accordingly the said appointment is hereby confirmed and ratified in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps as may be necessary or desirable to give effect to the aforesaid resolution”

ITEM NO. – 6:

TO CONFIRM APPOINTMENT OF MR. RAMAN MITTAL 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 re-enactment thereof, for the time being in force) Mr. Raman Mittal (DIN: 06877244) who was appointed by the Board at the meeting held on 30.06.2015 as an independent director, subject to the approval of members, 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 Independent Director of the company, for the period of 5 (five) consecutive years and accordingly the said appointment is hereby confirmed and ratified in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to take such steps as may be necessary or desirable to give effect to the aforesaid resolution”

ITEM NO. – 7:

INCREASE IN AUTHORISED CAPITAL

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

“**RESLOVED THAT** pursuant to the provision of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof) and Articles of Association, the Authorised Capital of the Company be and is hereby increased from the existing Rs. 24,50,000/- (Rupees Twenty Four Lacs Fifty Thousands Only) divided into 2,45,000 (Two Lacs Forty Five Thousand Only) Equity Shares of Rs 10/- (Rupees Ten) each to Rs. **3,24,50,000/-** (Rupees Three Crores Twenty Four Lacs Fifty Thousands Only) divided into 32,45,000 (Thirty Two Lacs Forty Five Thousands) Equity Shares of Rs 10/- (Rupees Ten) each and any further modification(s) / amendment(s), wherever applicable / required, in consequence of this resolution shall be made accordingly.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing **Clause V** thereof by the following:

- V. The Authorised Share Capital of the Company is Rs. 3,24,50,000/- (Rupees Three Crores Twenty Four Lac Fifty Thousands Only) divided into 32,45,000 (Thirty Two Lacs Forty Five Thousands) Equity Shares having face value of Rs. 10/- (Rupees Ten) each.**

RESOLVED FUTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to take all such steps and actions and give such directions and delegate such powers/authorities, as it may in its absolute discretion, deem appropriate, including settling any question that may arise in this regard.”

ITEM NO. – 8:

TO ADOPT NEW SET OF REGULATIONS / ARTICLES OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to provisions of section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the draft set of Regulations / Articles as

contained in the Articles of Association as submitted to this meeting, be and are hereby approved and adopted as new set of Articles of Association of the company, in substitution and to the entire exclusion, of the Regulations / Articles contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to sign and file all necessary forms, documents, deeds & returns with the concerned Registrar of Companies, Delhi Stock Exchange Limited & Culcatta Stock Exchange Limited & Other Stock Exchange(s) and all other appropriate authorities and do all such acts & deeds and take all such further steps as may be necessary, proper or expedient to give effect to aforesaid resolution.”

ITEM NO. - 9:

ISSUE OF BONUS EQUITY SHARES

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

“**RESOLVED THAT** pursuant to the provision of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 14 of the Companies (Share Capital and Debenture) Rules, 2014 (including any amendment thereto or any re-enactment thereof), the provisions of Articles of Association of the Company, and subject to the provisions of chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulations”) and subject to such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities including from DSE & CSE & SEBI, etc., the Consent of members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board of Directors” which terms shall be deemed to include any Committee(s) constituted by the Board of Directors) for Capitalization of a sum to the extent of Rs. 73,50,000/- (Rupees Seventy Three Lacs Fifty Thousands Only) standing to the credit of the Reserves and Surplus of the Company, be capitalized and transferred to Share Capital Account and that such sum as may be determined to be required shall be applied for Allotment of new Equity Shares of the Company of Rs. 10/- (Rupees Ten) each as fully paid Bonus Shares, as may be considered necessary by the Board, for the purpose of issue of Bonus Equity Shares of Rs.10/- (Rupees Ten) each, credited as fully paid-up Equity Shares to the holders of the Equity Shares of the Company whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants on the Record Date (for Bonus Issue – 05.10.2015) to be determined by the Board for the purpose, in the proportion of 3 (Three) Bonus Equity Share of Rs.10/- (Rupees Ten) each for every 1 (One) fully paid-up Equity Share of Rs.10/- (Rupees Ten) each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects including Dividend with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions as contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no Letter of Allotment shall be issued in respect of the Bonus Equity Shares but in the case of Members who hold Equity Shares in dematerialized form, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Equity Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above, shall be Listed with Trading Approvals on the Stock Exchange(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and are hereby authorized to do or cause to do all such acts, deeds, matters and things as may be necessary in the interest of the Company, including but not limited to signing and execution of necessary forms, papers, writings, agreements and documents as may be deemed necessary and expedient in this regard and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the

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New Equity Shares without being required to seek any further approval/sanctions and/or consent of the Members of the Company and it is deemed that the members have given their consent / approval for the purpose of these acts & deeds.”

ITEM NO. – 10:

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**

RESOLVED THAT pursuant to the provisions of Section 62 and 42 of the Companies Act , 2013 (“Companies Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any amendment or statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI (ICDR) Regulations”), as in force and subject to other applicable rules, regulations, clarifications and/or guidelines, if any, issued by concerned Regulatory Authority(ies), including but not limited to Securities and Exchange Board of India (“SEBI”), **Delhi Stock Exchange Limited (“DSE”), Calcutta Stock Exchange (“CSE”) / Stock Exchange(s) being the Stock Exchange where the Shares of the Company are listed and enabling provisions of the Memorandum & Articles of Association of the Company and the listing agreements entered into between the Company & DSE and the Company & CSE subject to requisite approvals, consents, permissions and/or sanctions, if any, of the Central Government, Delhi Stock Exchange, Calcutta Stock Exchange, SEBI, and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted by the Board or any Director / person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), the Board be and is hereby authorised to create, offer, issue and allot UPTO 10,00,000 (Ten Lacs only) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each at a Premium of Rs. 10/- (Rs. Ten) each, amounting in total of 20/- (Rs. Twenty) per equity shares, on Preferential basis to Non-Promoters, in one or more lots, as per details mentioned below, which shall rank *pari-passu* in all respects with the existing Equity Shares of the Company, in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem fit, in accordance with SEBI (ICDR) Regulations to the following proposed Allottee(s) :-

Sr. No.	Name	PAN	No. of Shares Applied	% of Shares of Pref Issue	Address
1	AJIT PERSHAD	AAHPP1397A	100000	10.00	A-67, GUJRANWALA TOWN, PART-1, DELHI - 110009
2	AMIT GUPTA HUF	AANHA8127R	9000	0.90	A-158, B-2, FF, CHATARPUR ENCLAVE, PHASE-2, NEW DELHI - 110074
3	ANIL KUMAR GARG	AAEPG8985C	20000	2.00	MP-83, SF, PITAM PURA, DELHI - 110034
4	ANSHU GOEL	ADVPJ6323K	20000	2.00	B-29, VANDANAAPPTS, SECTOR-13, ROHINI, DELHI - 110085
5	ANSHUL JAIN	AEVPJ4322F	21000	2.10	4/1123, MOHALLACHARAHAT, JAMAMASJID, DELHI - 110006
6	DEEPAK GOEL	AFYPG1033Q	20000	2.00	B-29, VANDANAAPPTS, SECTOR-13, ROHINI, DELHI - 110085

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7	DEEPAK MALHOTRA	AIVPM6140L	10000	1.00	C-72, RAJ NAGAR, PITAM PURA, DELHI - 110034
8	DEVENDER AGGARWAL (HUF)	AAAHD1729F	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA - 122001
9	DEVENDER KUMAR AGGARWAL	AAAPA2893B	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA - 122001
10	GURDEEP KAUR	AAPPK7823G	9000	0.90	392, B-1 BLOCK, JANAK PURI, NEW DELHI - 110058
11	GURMEET KAUR	AAJPK9949H	9000	0.90	B-1/365, JANAK PURI, NEW DELHI - 110058
12	INDERPAL SINGH HUF	AAAH14705C	9000	0.90	392, B-1 BLOCK, JANAK PURI, NEW DELHI - 110058
13	JAI PRAKASH GUPTA HUF	AAGHJ5959P	9000	0.90	A-158, B-2, FF, CHATARPUR ENCLAVE, PHASE-2, NEW DELHI - 110074
14	KARAN KALIA	ANNPK0683P	25000	2.50	203 KARISHMAAPPTS, 27 I.P. EXTN., PATPARGANJ, DELHI - 110092
15	KARAN SETHI	APLPS8896N	10000	1.00	A-242, DERAWALANAGAR, DELHI - 110009
16	MAMRAJ AGARWAL	AAFPA1004P	25000	2.50	10159, PADAM SINGH ROAD, KAROL BAGH, NEW DELHI - 110005
17	MANISH AGGARWAL	AAHPA2659N	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA - 122001
18	MANISH AGGARWAL	AFZPA2150B	20000	2.00	2502, FF, DIAMOND PLAZA, GURUDWARA ROAD, KAROL BAGH, NEW DELHI - 110005
19	MANISH AGGARWAL HUF	AALHM3775R	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA - 122001
20	MANJU GUPTA	AAHPG2384A	100000	10.00	A-67, GUJRANWALA TOWN, PART-1, DELHI - 110009
21	MANSI AGGARWAL	AGYPG8713E	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA - 122001
22	MEENAKSHI MALHOTRA	AEFPC9718Q	5000	0.50	C-72, RAJ NAGAR, PITAM PURA, DELHI - 110034
23	MILAN KUMAR AGGARWAL	AADPA8972A	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA - 122001
24	MILAN KUMARA GGARWAL HUF	AALHM3706J	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA - 122001
25	NIKHIL AGGARWAL	ADSPA2052P	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA - 122001
26	NIKUNJ AGGARWAL	ADQPA7490P	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA - 122001
27	NIKUNJ AGGARWAL HUF	AAFHN9398K	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA - 122001
28	PARUL AGGARWAL	AIJPS9708G	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA - 122001
29	PARUL AGGARWAL	AMLPG6232D	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA - 122001

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30	PRADEEP PATIL	BAIPP4632G	20000	2.00	4-B/38, SF, OLD RAJINDER NAGAR, NEW DELHI - 110060
31	PRANJAL PRADEEP PATIL	BCIPP8050N	20000	2.00	4-B/38, SF, OLD RAJINDER NAGAR, NEW DELHI - 110060
32	PRAVEEN GUPTA	AAHPG1027E	25000	2.50	10159, PADAM SINGH ROAD, KAROL BAGH, NEW DELHI-110005
33	PULKIT KALIA	CMWPK7678A	25000	2.50	203 KARISHMAAPPTS, 27 I.P. EXTN., PATPARGANJ, DELHI - 110092
34	RAKESH KUMAR	AKBPK0201G	10000	1.00	61/19, SF, RAMJAS ROAD, KAROL BAGH, NEW DELHI - 110005
35	RAM KUMAR SONI	BCSPS1696D	10000	1.00	AG-239, GF, SHALIMAR BAGH, DELHI - 110088
36	RAVINDER AGGARWAL HUF	AAAHR3331P	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA - 122001
37	SAKSHI SETHI	AFBPG3974R	10000	1.00	A-242, DERAWALANAGAR, DELHI - 110009
38	SATISH SETHI	AZZPS2072G	10000	1.00	A-242, DERAWALANAGAR, DELHI - 110009
39	SATPAL SINGH HUF	AAOHS5977A	9000	0.90	B-1/365, JANAK PURI, NEW DELHI - 110058
40	SAURABH JAIN	ACWPJ4788L	20000	2.00	B-3, PRASHANT VIHAR, DELHI
41	SHASHI BALA AGGARWAL	AAHPA7304A	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA - 122001
42	URMILA AGGARWAL	AAGPA8237K	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA - 122001
43	VANDANA AGGARWAL	AAGPG0943G	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA - 122001
44	VEENA GUPTA	AGIPG0604L	10000	1.00	61/19, SF, RAMJAS ROAD, KAROL BAGH, NEW DELHI - 110005
45	ZAINY SETHI	ACSPS5022J	10000	1.00	A-242, DERAWALANAGAR, DELHI - 110009
		TOTAL =	1000000	100.00	

The names of proposed allottees / investors and/or number of shares proposed to be subscribed by them as mentioned above are only indicative and actual numbers of shares that may be ultimately subscribed and / or allotted may vary / interchange among the persons named above but the total number of shares that may be allotted can be UPTO 10,00,000 (Ten Lacs Only) Equity Shares only. (** DSE derecognized by SEBI on 19.11.2014)

RESOLVED FURTHER THAT:

- Relevant Date* for the purpose of determining/ re-computing the issue price of the Equity Shares in accordance with the SEBI (ICDR) Regulations, 2009 (as amended) be fixed as 27TH August 2015 being the 30th day prior to 26th September, 2015, i.e. the date on which the Annual General Meeting of the shareholders is to be convened, in terms of Section 96 of the Companies Act, 2013 as well as of Regulation 71 of the SEBI (ICDR) Regulations to consider the proposed Preferential issue.
- The Equity Shares allotted in terms of this resolution shall rank **pari-passu** in all respects with the existing Equity Shares of the Company and shall be entitled to **Dividend** declared, if any, in accordance with the

statutory guidelines that are in force at the time of such declaration.

- iii. The Board be and is hereby authorized to decide/finalise and approve the other terms and conditions of the issue of equity shares, and also shall be entitled to vary, amend, add, modify or alter any of the terms and conditions, including the issue price on a higher side, as it may deem expedient, without being required to seek any further consent or sanction or approval of the Company in a General Meeting and it is deemed that the members have given their consent / approval for the purpose of these acts & deeds.
- iv. The Equity shares shall be Allotted in Dematerialised Form only.

RESOLVED FURTHER THAT the aforesaid equity shares allotted on Preferential basis shall be Locked-in as per the SEBI Regulations, i.e. from the date of Trading approval(s) granted by **Delhi Stock Exchange and / or Calcutta Stock Exchange for a period of One year as prescribed in Regulation 78 of SEBI (ICDR) Regulations, 2009. (**DSE derecognized by SEBI on 19.11.2014)

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above, shall be Listed with Trading Approvals on the Stock Exchange(s).

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to accept any modification(s) in the proposal as may be required by the Agencies involved in such issues but subject to such conditions as the Securities and Exchange Board of India (SEBI), Delhi Stock Exchange (DSE), Calcutta Stock Exchanges (CSE) and/or such other appropriate Authority(ies) as may impose at the time of their approval and as agreed to by the Board/authorised Director.

RESOLVED FURTHER THAT for giving effect to the above mentioned resolution, the Board of Directors / the Committee of the Board / any nominated Director, be and are hereby authorised on behalf of the Company to take all such actions and to do all such acts, deeds, things and matters, as it may, in its absolute discretion, consider necessary, desirable, incidental or expedient to the issue and allotment of aforesaid Equity Shares, including without any limitation, appointment of consultants, retainers, professionals or Merchant Bankers, or any other person(s) as may be required, and to enter into arrangements for "in-principle approval", listing & trading approvals, entering into arrangement and/or liasoning with the RTA, Depositories, DSE, CSE, BSE, SEBI, etc., and to enter into all such arrangements and agreements as may be necessary, to seek Listing & Trading Approval of the Equity Shares so allotted pursuant to the Preferential Allotment with Stock Exchange(s), to inform / communicate with RTA, to submit corporate action forms for credit of shares in dematerialised form in allottees respective DEMAT accounts, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any regulations, as it may, in its absolute discretion, deem fit to do, without being required to seek any further approval/sanctions and/or consent of the Members of the Company and it is deemed that the members have given their consent/approval for the purpose of these acts & deeds.

RESOLVED FURTHER THAT Board of Directors of the company, be and are hereby authorized to make the Allotment(s) of all or any of the Equity shares, in one or more lots, as and when considered necessary, as per the guidelines.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee(s) of Directors, any other Director(s) or Officer(s) or professionals or consultants, etc to give effect to the aforesaid resolution."

**By Order of Board of Directors
For PR Holdings Limited**

**Date : 12.08.2015
Place: New Delhi**

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

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NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint one or more proxies to attend and to vote on a poll instead of himself / herself and a proxy so appointed need not be a member of the company. The instrument of Proxy in order to be effective must be received at the company's Corporate / Registered Office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM i.e. by 10:00 A.M. on 26th September, 2015.
2. Explanatory Statement under Section 102(1) of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the Meeting, is annexed hereto and forms part of the Notice.
3. Corporate Members intending to send their authorized representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorising the representatives to attend and vote on their behalf at the AGM.
4. Members are requested to bring their Attendance Slips duly filled-in and signed as per the specimen signature recorded with the company for attending the meeting along with Annual Report already circulated to them.
5. 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.
6. Register of Members and Share Transfer Books of the company will remain closed from 22.08.2015 to 26.08.2015 (both days inclusive).
7. Queries proposed to be raised at the AGM may be sent to the Company at its Corporate / Registered Office at least Seven days prior to the date of AGM to enable the Management to compile the relevant information and to reply the same.
8. Copies of the Memorandum and Articles of Association of the Company and the Documents referred to in the Notice, etc., shall be open for inspection at the Corporate / Registered Office of the Company on any working day (Monday to Friday) between 11 A.M. and 5 P.M. up to the date of the AGM.
9. 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.
10. Brief profile of the Directors seeking appointment / re-appointment, forms part of the Notice.
11. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent or to the Company.
12. Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN details to Registrar and Transfer Agent or to the Company.
13. Members are requested to :
 - i. Quote their Folio number (s) / Client ID / DP ID in all correspondence.
 - ii. Please notify change (s), if any, in your contact details, PAN, Registered Address along with Pin Code, Contact Number(s), and E-mail ID, etc., to the Registrar and Share Transfer Agent or to Company.
14. Electronic copy of the Annual Report for 2014-15 is being sent to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
15. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company / Depository Participant(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 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2014-15

will also be available on the Company's website www.prholding.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate and Registered Office in Delhi and Assam, respectively, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: prholding1983@gmail.com.

16. Members, who have not registered their E-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like Notice calling the Annual General Meeting / Extra Ordinary General Meeting / Audited Annual Accounts / Report of the Auditors / Report of the Directors, etc, in electronic form to the E-mail address provided by the shareholders.
18. Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the 32nd Annual General Meeting.
19. Detailed procedure for "Remote E-voting" is :

Voting Through Electronic means :

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Clause 35B of the Listing Agreements with Stock Exchanges, the company is provide members facility to exercise their right to vote on resolution proposed to be passed in the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting Services provided by NSDL:

The instructions for E-voting are as under :-

i) In case of members receiving an email from NSDL :

1. Open E-mail and open attached PDF file "**P R Holdings e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsd.com/>
3. Click on "**Shareholder - Login**".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "**e-Voting**" opens. Click on e-Voting: Active Voting Cycles.
7. Select Electronic Voting Event Number "EVEN" of P R Holdings Ltd. [102438] 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 September 23, 2015 (9:00 am) till September 25, 2015(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 your vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned

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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 with a copy marked to evoting@nsdl.co.in.

ii). In case of Members receiving physical copies of the Notice of the AGM by Post:

1. User ID and initial password alongwith Electronic Voting Event Number "EVEN" of P R Holdings Ltd. [102438] is provided/stapled/annexed in the Annual Report for the purpose of remote e-Voting for AGM.
2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.

General Instructions

- a. The E-voting period begins at 09:00 A.M. on Wednesday, 23rd September, 2015 and ends at 5:00 P.M. on Friday, 25th September, 2015. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e, **19th September, 2015** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The e-voting module shall be disabled by NSDL for voting thereafter.
- b. The facility for voting through poll shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through poll.
- c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- d. Board of Directors has appointed M/s. B. Bhushan & Co., Practicing Company Secretaries, New Delhi, (M. No.: A31951, COP : 14469) to act as the "Scrutinizer", to scrutinize the e-voting process and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given above.
- e. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 19th September, 2015.
- f. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 19th September, 2015 only shall be entitled to avail the facility of remote e-voting / Poll at AGM.
- g. 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.
- h. In case of any query pertaining to e-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or contact Mr. Rajiv Ranjan, Assistant Manager NSDL at designated email ids evoting@nsdl.co.in or RajivR@nsdl.co.in or at telephone nos 022-24994600/ 022-24994738. Members may also address their queries relating to e-voting to the e-mail ID rta@alankit.com
- i. 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.
- j. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
- k. Scrutinizer, after scrutinising the votes cast at the meeting through poll / show of hand and through remote e-voting, shall within a period not exceeding (3) three days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The Results declared along with the "consolidated scrutinizer's report" shall be placed on the website of the Company www.prholding.in and on the website of NSDL www.evoting.nsdl.com The results shall simultaneously be communicated to the Stock Exchange(s), where the Company's shares are listed.

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

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

**Date : 12.08.2015
Place: New Delhi**

EXPLANATORY STATEMENT

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

ITEM NO. – 4:

TO CONFIRM APPOINTMENT OF MRS. RICHA AGARWAL AS WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER

Mrs. Richa Agarwal (DIN: 07223813) was appointed as Whole Time Director & Chief Financial Officer of the Company w.e.f. 30.06.2015 in accordance with the Provisions of Section 196, 197 & Schedule V of the Companies Act, 2013 subject to the Confirmation by Members at Annual General Meeting. In this regard the company has received a request in writing from a member of the company proposing Mrs. Richa Agarwal (DIN: 07223813) as a candidate for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions, if any, of the Companies Act, 2013. Having regard to the dynamic Business situation and the expansion programs it is thought fit and proper to appoint her as a Whole Time Director & Chief Financial Officer who shall be responsible for taking care of the activities of the Business of the Company.

None of the Directors and KMP is interested, except Mrs. Richa Agarwal (DIN: 07223813), in the said resolution.

The Board recommends resolutions under Item No. 4 to be passed as a special resolution.

Brief Resume of Appointee Director

Mrs. Richa Agarwal (DIN: 07223813) holds Bachelor Degree in Commerce from University of Agra and she has over 5 years of experience in the fields of Administration, Jewellery Business, etc. Mrs. Richa Agarwal does not hold any shares in this Company.

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

S. No.	Name of the Company	Category of Directorship
	NIL	

Terms of appointment

Appointment of Mrs. Richa Agarwal as the Whole Time Director & Chief Financial Officer shall be subject to the terms and conditions of the Agreement entered into with her by the Company, and the aforesaid Agreement is available for inspection of the members at the Corporate / Registered office of the Company from 11:00 AM to 5:00 PM on all working days except Saturday. Extracts of the Agreement has been reproduced hereunder for your kind consideration.

Terms & Termination

Appointment of Mrs. Richa Agarwal as the Whole Time Director & Chief Financial Officer shall be effective for a period of Five years from the date of Agreement and shall be subject to the approval of shareholders in the general meeting.

Agreement may be terminated earlier by either party after giving three months notice.

Duties & Powers

Mrs. Richa Agarwal shall devote her time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and as separately communicated to her. subject to the supervision and control of the Board, she be entrusted with powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated concerns/ companies and / or subsidiaries, including performing duties as assigned to by the Board from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee(s) and shall not exceed the powers so delegated by the Board.

Mrs. Richa Agarwal undertakes to employ the best of her skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

Remuneration

So long as Mrs. Richa Agarwal performs her duties and confirms to the terms and conditions contained in this

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Agreement and, she shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force

A. SALARY: Rs. 20,000/- per month with an annual increment as may be decided by the Board and will be merit-based and take into account the Company's performance as well.

B. Benefits, Perquisites, Allowances: In addition to the basic salary, she shall be entitled to following benefits and perquisites:

- Telecommunication facilities including broadband, internet and mobile.
- Vehicle with Driver and Actual Running & Maintenance expenses.
- Hospitalisation and major medical expenses.
- Leave in accordance with the Rules of the Company.
- Reimbursement of actual out of pocket expenses.

Variation

The terms and conditions of the appointment of the Whole Time Director & Chief Financial Officer and / or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Executive Director, subject to such consents / approvals as may be required.

Confidentiality

Mrs. Richa Agarwal is aware that in the course of her employment she will have access to and be entrusted with information in respect of the business and finances of the Company including IP, processes and product specifications, etc. and relating to its dealings, transactions and affairs and likewise in relation customers or clients all of which information is or may be of a confidential nature.

Mrs. Richa Agarwal shall not except in the proper course of performance of her duties during or at any time after the period of her employment or as may be required by law divulge/ disclose to any person whatever or otherwise make use of and shall use her best endeavors to prevent the publication or disclosure of any confidential information of the Company or any of its suppliers, agents, distributors or customers, etc.

All notes, memoranda, documents and confidential information concerning the business of the Company or any of its suppliers, agents, distributors or customers which shall be acquired, received or made by Mrs. Richa Agarwal during the course of her employment shall be the property of the Company and shall be surrendered by her to the Company upon the termination of her employment or at the request of the Board at any time during the course of her employment.

Non - Competition

Mrs. Richa Agarwal covenants with the Company that she will not, without the prior consent of the Board, carry on or be engaged, directly or indirectly, either on her own behalf or on behalf of any person, manager, agent, consultant or employee of any person or firm, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company.

Code of Conduct of the Company

The provisions of the Code of Conduct of the Company shall be deemed to have been incorporated into the Agreement by reference. Mrs. Richa Aggarwal shall during her term, abide by the provisions of the Code of Conduct in spirit and in letter and commit to assure its implementation.

Summary termination of employment

Employment of Mrs. Richa Aggarwal may be terminated by Company without notice:

- if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company; or
- in the event of any serious or repeated or continuing breach or non-observance by her of any of the stipulations contained in the Agreement;
- in the event the Board expresses its loss of confidence in her.

Resignation from Directorship

Upon the termination by whatever means of her employment:

Mrs. Richa Aggarwal shall immediately tender her resignation from office as a Whole Time Director & Chief Financial Officer of the Company without claim for compensation for loss of office and in the event of her failure to do so the Company is hereby irrevocably authorised to appoint some person in her place and on her behalf to sign and deliver such resignation to the Company.

Mrs. Richa Aggarwal shall not, without the consent of the Company at any time thereafter, represent herself as connected with the Company or any of the subsidiaries and associated companies.

Agreement co-terminus with directorship

As and when this Agreement expires or is terminated for any reason whatsoever, Mrs. Richa Agarwal shall cease to be Whole Time Director & Chief Financial Officer. If at any time, she ceases to be a Director of the Company for any reason whatsoever, she shall cease to be the Whole Time Director & Chief Financial Officer and this Agreement shall forthwith stand terminated.

Notices

Notices may be given by either Party by letter addressed to the other Party at, in the case of the Company, at its registered office for the time being and in the case of the Whole Time Director & Chief Financial Officer at his last known address and any notice given by letter shall be deemed to have been given at the time at which the letter would be delivered in the ordinary course of post or if delivered by hand upon delivery and in proving service by post it shall be sufficient to prove that the Notice was properly addressed and posted.

Information as required by Schedule V of Companies Act, 2013 is reproduced below:

I. General Information			
1. Nature of Industry	Infrastructure, Construction, Real Estate, Builders, Developers, Agency, Trading, Commission, Distribution , etc.		
2. Date or expected date of commencement of production	It is a trading & agency concern, etc., which has already commenced its business		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NotApplicable		
4. Financial Performance	Particulars	31.03.2015 (in Rs.)	31.03.2014 (in Rs.)
	Income from Operations	11,65,175.00	29,69,933.00
	Other Income	1,633.00	1,25,000.00
	Total Expenditure	9,47,118.00	9,48,396.00
	PBT	2,19,690.00	21,46,536.00
	PAT	1,71,190.00	21,46,536.00
	Rate of Dividend Declared	-	-
5. Foreign investments or collaborations	N.A.		
II. Information about the appointee			
1. Background details	Mrs. Richa Agarwal holds Bachelors Degree in Commerce from University of Agra and she has over 5 years of experience in the fields of Administration, Jewellery Business, etc.		

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2. Past remuneration	Not Applicable.
3. Recognition or awards	NIL
4. Job profile and her suitability	Subject to the supervision and control of the Board, Mrs. Richa Agarwal be entrusted with powers of management which are in connection with and in the best interests of the business
5. Remuneration proposed	As mentioned in the notice, the remuneration payable has been approved by the Board of Directors. The proposed remuneration is Rs. 20,000/- per month.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	Commensurate with the size and the operations of the Company the profile of the appointee, the responsibilities shouldered on her and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company or with the managerial personnel
III. Other Information	
1. Reasons for inadequate profits	Inadequacy of year-wise profits is due to cut throat competition, increasing costs, high regulatory frameworks, higher inflation, compliances are high, lower profit margin, market slowdown, price correction, consumer sentiments, etc.
2. Steps taken or proposed to be taken for improvement	The Company is trying to diversify / increase its operations.
3. Expected increase in productivity and profits in measurable terms	There are signs of revival in economic activity which should lead to improvement prospects during the coming years.

Disclosure of Interest of Board Members

None of the Directors except Mrs. Richa Agarwal is interested in the proposed resolution.

Mrs. Richa Agarwal (DIN: 07223813) shall be deemed to be interested in the resolution to the extent of her appointment as the Whole Time Director & Chief Financial Officer.

The resolution stated in the item No. 4 is placed for kind consideration and approval of members of the Company. Board recommends the appointment of Mrs. Richa Agarwal (DIN: 07223813) as Whole Time Director & CFO of the Company.

ITEM NO. – 5:

TO CONFIRM APPOINTMENT OF MS. MEENA AGGARWAL AS INDEPENDENT DIRECTOR

Ms. Meena Aggarwal (DIN: 07153996) was appointed as Independent Director of the Company w.e.f. 30.06.2015 in accordance with the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder for 5 consecutive years subject to the Confirmation by Members at Annual General Meeting.

In this regard the company has received a request in writing from a member of the company proposing Ms. Meena Aggarwal (DIN: 07153996) as a candidate for appointment as Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

Extracts of terms and conditions of appointment of Ms. Meena Aggarwal (DIN: 07153996) shall be open for inspection by the Members at the Corporate / Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief Resume of Appointee Director

Ms. Meena Aggarwal (DIN: 07153996) holds Bachelor Degree from University of Punjab and he has over 20 years of experience in the fields of Teaching, administration, etc.,

At present he holds the Directorship in the following Companies

S.No.	Name of the Company	Category of Directorship
1	Buckingham Industries Limited	Whole Time Director

Ms. Meena Aggarwal (DIN: 07153996) does not hold any shares in this Company.

Disclosure of Interest of Board Members

None of the Directors except Ms. Meena Aggarwal (DIN: 07153996) is interested in the proposed resolution.

Ms. Meena Aggarwal (DIN: 07153996) 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. Meena Aggarwal (DIN: 07153996) as the Non Executive Independent Director of the Company.

ITEM NO. –6:

TO CONFIRM APPOINTMENT OF MR. RAMAN MITTAL AS INDEPENDENT DIRECTOR

Mr. Raman Mittal (DIN: 06877244) was appointed as Independent Director of the Company w.e.f. 30.06.2015 in accordance with the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder for 5 consecutive years subject to the Confirmation by Members at Annual General Meeting.

In this regard the company has received a request in writing from a member of the company proposing Mr. Raman Mittal (DIN: 06877244) as a candidate for appointment as Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

Extract of terms and conditions of appointment of Mr. Raman Mittal (DIN: 06877244) shall be open for inspection by the Members at the Corporate / Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief Resume of Appointee Director

Mr. Raman Mittal holds M.B.A. Degree and he has over 11 years of experience in the fields of finance, accounting, real estate, retail, etc.

At present he holds the Directorship in the following Companies

S.No.	Name of the Company	Category of Directorship
1.	Swagtam Trading & Services Ltd.	Independent Director

Mr. Raman Mittal does not hold any shares in this Company.

Disclosure of Interest of Board Members

None of the Directors except Mr. Raman Mittal is interested in the proposed resolution.

Mr. Raman Mittal 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. Raman Mittal as the Non Executive Independent Director of the Company.

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ITEM NO. - 7:

INCREASE IN AUTHORISED CAPITAL

The existing Authorised Share Capital of the Company is Rs. 24,50,000/- (Rupees Twenty Four Lacs Fifty Thousands Only) divided into 2,45,000 (Two Lacs Forty Five Thousand Only) Equity Shares of Rs 10/- (Rupees Ten) each .

As the Board have expansion & diversification plans which require the infusion of funds and for this purpose the Board of Directors propose to issue & allot Bonus Shares and also create, offer, issue and allot UPTO 10,00,000 (Ten Lacs Only) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each at a premium of Rs. 10/- (Rs. Ten) each amounting in total to Rs. 20/- per equity shares on Preferential Allotment basis to Non-Promoters, in one or more lots, under Section 67 read with Section 42 of the Companies Act, 2013 and Rules made thereunder.

The existing Authorised Share Capital of the Company is Rs. 24,50,000/- (Rupees Twenty Four Lacs Fifty Thousands Only) which is required to be increased for the purpose of issuing Equity Shares as aforesaid and accordingly Authorised Share Capital of the Company is proposed to be increased, from the existing to Rs. 3,24,50,000/- (Rupees Three Crores Twenty Four Lacs Fifty Thousands only).

The proposed increase in the Authorised Capital would entail consequential Alteration of the relevant “**Clause V**” of the Memorandum of Association of the Company in terms of the provisions of the Companies Act, 2013.

Disclosure of Interest by the Directors

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

The resolution stated under item No. 7 is being placed for the kind approval of Members of the Company by way of Ordinary Resolution in terms of relevant provisions of the Companies Act, 2013 in the interest of the Company and the members.

The consent of the members is being sought by way of Ordinary Resolution. The Board recommends resolution for adoption.

ITEM NO. - 8:

TO ADOPT NEW SET OF REGULATIONS / ARTICLES OF ASSOCIATION

The existing Articles of Association are based on the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some Regulations/Articles in the existing Articles of Association are no longer in conformity with the Act. The Companies Act 2013 is now in force. With the coming into force of the Act several regulations of the existing Articles of Association of the Company require alteration or deletions in several regulations/articles. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a New Set of Articles of Association.

New Set of Regulations / Articles to be substituted in place of existing Articles, based on **Table “F” of the Schedule I** which sets out the model articles of association for a company limited by shares.

A copy of the existing Articles of Association of the Company; and the new set of Articles of Association incorporating the proposed alteration thereto, will be available for inspection for the Members on any working day during 11.00 A.M. to 5.00 P.M. upto the date of Annual General Meeting at the Registered/ Corporate Office of the Company.

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. 8 is being placed for the kind approval of Members of the Company by way of special resolution in terms of relevant provisions of the Companies Act, 2013 in the interest of the Company and the members

The consent of the members is being sought by way of Special Resolution. The Board recommends resolution for adoption.

ITEM NO. -9:

ISSUE OF BONUS EQUITY SHARES

Over a period of time, your Company has accumulated “Reserves and Surplus” and considering the comfortable position of the Reserves, the Board of Directors in their meeting held on 12th August, 2015, has recommended the proposal to issue Bonus Equity Shares in the proportion of 3 (Three) new fully paid-up Equity Shares of Rs. 10/- each for every 1 (One) fully paid-up Equity Share of Rs. 10/- each, to the members of the company whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date (05.10.2015) to be fixed by the Board.

The Bonus Shares shall be issued pursuant to the provision of Section 63 and other applicable provisions of the Companies Act, 2013 read with rule 14 of the Companies (Share Capital and Debenture) Rules, 2014 (including any amendment thereto or any re-enactment thereof), the provisions of Articles of Association of the Company, and subject to the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulations”) and subject to such approvals, consents, permissions and sanctions, if any required, after capitalizing a sum not exceeding Rs. 73,50,000/-.

The Bonus Shares so allotted shall rank pari-passu in all respects including Dividend with the existing equity shares of the Company.

Bonus Shares, as issued and allotted, shall be Listed with Trading Approvals on the Stock Exchange(s).

In terms of Articles of Association of the Company, any Capitalization of Reserves will require the approval of shareholders to be obtained by way of an Ordinary Resolution, accordingly, the Board recommends the said resolution as set out at Item No. 9 for approval of the shareholders.

The Board of Directors recommends the resolution for approval of the shareholders.

Neither the Directors on the Board, or the key managerial personnel of the Company nor their relatives are interested or concerned in the said resolution except to the extent of their shareholding.

Shareholding Pattern before and after the issue & allotment of Bonus Shares:

Category code	Category of Shareholder	PRE BONUS ISSUE		POST BONUS ISSUE	
		No. of Shares	%	No. of Shares	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	96000	39.18	384000	39.18
(b)	Central Government/ State Government(s)	0	0.00	0	0.00
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others(Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	96000	39.18	384000	39.18
2	Foreign				
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Institutions	0	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0.00	0	0.00
(e)	Any Others(Specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	96000	39.18	384000	39.18

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(B)	Public Shareholding				
B 1	Institutions				
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0
(i)	Any Other (specify)	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
B 2	Non-institutions				
(a)	Bodies Corporate	0	0	0	0
(b)	Individuals	149000	60.82	596000	60.82
(c)	Qualified Foreign Investor		0		0
(d)	Any Other (specify)	0	0	0	0
	Sub-Total (B)(2)	149000	60.82	596000	60.82
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	149000	60.82	596000	60.82
	TOTAL (A)+(B)	245000	100.00	980000	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group				
2	Public				
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	245000	100.00	980000	100.00

ITEM NO. – 10:

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

As the Company is on a growth trajectory, the Company requires funds for infusion in the Company, for working capital requirements, expansion, diversification, and for other general business purposes, etc., accordingly, in order to finance the said fund requirements, the Company proposes to create, offer, issue and allot Equity Shares on Preferential basis under section 62 read with section 42 of the Companies Act, 2013 and the rules made thereunder subject to the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosures Requirements) Regulation, 2009 including any re-enactment or modification thereof.

The shares allotted shall rank ***pari-passu*** in all respects with all other equity shares of the Company in respect of all rights including **dividend**.

Preferential Issue, as issued and allotted, shall be Listed with Trading Approvals on the Stock Exchange(s).

The Company is in receipt of communications/intention from the persons and/or entities mentioned below, whereby the said persons and/or entities have expressed their desire to subscribe/ contribute capital in the Company by way of Subscribing to the Equity Shares of the Company. In view of the above, the Company proposes to create, offer, issue and allot UPTO 10,00,000 (Ten Lacs Only) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each at a Premium of Rs. 10/- (Rs. Ten) each, amounting in total to Rs. 20/- (Rupees Twenty) per equity share, on Preferential basis to the following proposed Allottee(s) :-

All the Proposed Allottee(s) belong to NON-PROMOTER Category

Sr. No.	Name	PAN	No. of Shares Applied	% of Shares of Pref Issue	Address
1	AJIT PERSHAD	AAHPP1397A	100000	10.00	A-67, GUJRANWALA TOWN, PART-1, DELHI - 110009
2	AMIT GUPTA HUF	AANHA8127R	9000	0.90	A-158, B-2, FF, CHATARPUR ENCLAVE, PHASE-2, NEW DELHI - 110074
3	ANIL KUMAR GARG	AAEPG8985C	20000	2.00	MP-83, SF, PITAM PURA, DELHI - 110034
4	ANSHU GOEL	ADVPJ6323K	20000	2.00	B-29, VANDANAAPPTS, SECTOR-13, ROHINI, DELHI - 110085
5	ANSHUL JAIN	AEVPJ4322F	21000	2.10	4/1123, MOHALLA CHARAHAT, JAMAMASJID, DELHI - 110006
6	DEEPAK GOEL	AFYPG1033Q	20000	2.00	B-29, VANDANAAPPTS, SECTOR-13, ROHINI, DELHI - 110085
7	DEEPAK MALHOTRA	AIVPM6140L	10000	1.00	C-72, RAJ NAGAR, PITAM PURA, DELHI - 110034
8	DEVENDER AGGARWAL (HUF)	AAAHD1729F	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA - 122001
9	DEVENDER KUMAR AGGARWAL	AAAPA2893B	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA - 122001
10	GURDEEP KAUR	AAPPK7823G	9000	0.90	392, B-1 BLOCK, JANAK PURI, NEW DELHI - 110058
11	GURMEET KAUR	AAJPK9949H	9000	0.90	B-1/365, JANAK PURI, NEW DELHI - 110058
12	INDERPAL SINGH HUF	AAAH14705C	9000	0.90	392, B-1 BLOCK, JANAK PURI, NEW DELHI - 110058
13	JAI PRAKASH GUPTA HUF	AAGHJ5959P	9000	0.90	A-158, B-2, FF, CHATARPUR ENCLAVE, PHASE-2, NEW DELHI - 110074
14	KARAN KALIA	ANNPK0683P	25000	2.50	203 KARISHMAAPPTS, 27 I.P. EXTN., PATPARGANJ, DELHI - 110092
15	KARAN SETHI	APLPS8896N	10000	1.00	A-242, DERAWALA NAGAR, DELHI - 110009
16	MAMRAJ AGARWAL	AAFPA1004P	25000	2.50	10159, PADAM SINGH ROAD, KAROL BAGH, NEW DELHI-110005
17	MANISH AGGARWAL	AAHPA2659N	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA - 122001
18	MANISH AGGARWAL	AFZPA2150B	20000	2.00	2502, FF, DIAMOND PLAZA, GURUDWARA ROAD, KAROL BAGH, NEW DELHI - 110005
19	MANISH AGGARWAL HUF	AALHM3775R	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA - 122001
20	MANJU GUPTA	AAHPG2384A	100000	10.00	A-67, GUJRANWALA TOWN, PART-1, DELHI - 110009

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21	MANSIAGGARWAL	AGYPG8713E	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA- 122001
22	MEENAKSHI MALHOTRA	AEFPC9718Q	5000	0.50	C-72, RAJ NAGAR, PITAM PURA, DELHI - 110034
23	MILAN KUMAR AGGARWAL	AADPA8972A	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA- 122001
24	MILAN KUMARA GGARWAL HUF	AALHM3706J	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA- 122001
25	NIKHILAGGARWAL	ADSPA2052P	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA- 122001
26	NIKUNJAGGARWAL	ADQPA7490P	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA- 122001
27	NIKUNJAGGARWAL HUF	AAFHN9398K	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA- 122001
28	PARULAGGARWAL	AIJPS9708G	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA- 122001
29	PARULAGGARWAL	AMLPG6232D	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA- 122001
30	PRADEEP PATIL	BAIPP4632G	20000	2.00	4-B/38, SF, OLD RAJINDER NAGAR, NEW DELHI - 110060
31	PRANJAL PRADEEP PATIL	BCIPP8050N	20000	2.00	4-B/38, SF, OLD RAJINDER NAGAR, NEW DELHI - 110060
32	PRAVEEN GUPTA	AAHPG1027E	25000	2.50	10159, PADAM SINGH ROAD, KAROL BAGH, NEW DELHI-110005
33	PULKIT KALIA	CMWPK7678A	25000	2.50	203 KARISHMAAPPTS, 27 I.P. EXTN., PATPARGANJ, DELHI - 110092
34	RAKESH KUMAR	AKBPK0201G	10000	1.00	61/19, SF, RAMJAS ROAD, KAROL BAGH, NEW DELHI - 110005
35	RAM KUMAR SONI	BCSPS1696D	10000	1.00	AG-239, GF, SHALIMAR BAGH, DELHI - 110088
36	RAVINDERAGGARWAL HUF	AAAHR3331P	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA- 122001
37	SAKSHI SETHI	AFBPG3974R	10000	1.00	A-242, DERAWALA NAGAR, DELHI - 110009
38	SATISH SETHI	AZZPS2072G	10000	1.00	A-242, DERAWALA NAGAR, DELHI - 110009
39	SATPAL SINGH HUF	AAOHS5977A	9000	0.90	B-1/365, JANAK PURI, NEW DELHI - 110058
40	SAURABH JAIN	ACWPJ4788L	20000	2.00	B-3, PRASHANT VIHAR, DELHI
41	SHASHIBALAAGGARWAL	AAHPA7304A	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA- 122001
42	URMILAAGGARWAL	AAGPA8237K	25000	2.50	G-85, SOUTH CITY - 1, GURGAON, HARYANA- 122001
43	VANDANAAGGARWAL	AAGPG0943G	25000	2.50	B-74, SOUTH CITY - 1, GURGAON, HARYANA- 122001
44	VEENA GUPTA	AGIPG0604L	10000	1.00	61/19, SF, RAMJAS ROAD, KAROL BAGH, NEW DELHI - 110005

45	ZAINY SETHI	ACSPS5022J	10000	1.00	A-242, DERAWALANAGAR, DELHI - 110009
		TOTAL =	1000000	100.00	

The Special Resolution contained in the Notice, have been proposed pursuant to the provisions of Section 62 of the Companies Act, 2013, in view of the fact that the Shares proposed to be issued by the Company needs to be offered to the persons who may or may not be the existing members of the Company.

Furthermore, under the Listing Agreements entered by the Company with the Delhi Stock Exchange, & the Company with the Calcutta Stock Exchange, the Company, in the first instance is required to offer all shares to be issued for subscription, pro-rata to the existing equity shareholders, unless the shareholders in the general meeting decide otherwise. Company has neither proposed nor made any preferential issue of equity shares in terms of Section 62 of Companies Act, 2013, during the current financial year commencing on 01.04.2015, accordingly, Consent of the shareholders is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as applicable to the Company and subject to the guidelines and clarifications issued by the Government of India ("GOI"), SEBI, BSE, DSE, CSE and in terms of the provisions of the Listing Agreements executed by the Company with Delhi Stock Exchange & the Company with Calcutta Stock Exchange.

The Consent of the Members is being sought by way of Special Resolution. The Board recommends resolution for adoption.

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

Disclosures as required under the provisions of the SEBI (ICDR) Regulations:

Objects of the Preferential Issue:

The proceeds of the preferential issue are, subject to all the applicable laws, intended to be utilized by the company for infusion of funds in the company for working capital requirements, expansion, diversification, general corporate purposes, etc and/or as may be resolved by the Board of Directors from time to time.

Relevant date and Issue Price

Relevant Date for the purpose of pricing of the equity shares on preferential allotment basis shall be 27.08.2015, being the date which is 30 days prior to the date of this AGM and issue price as determined in accordance with the SEBI Guidelines and Companies Act, 2013 or any other Law for the time being in force.

Compliance Certificate of Disclosures u/r 73(2)

Certificate from the Statutory Auditors / Chartered Accountants / Company Secretaries in Practice Certifying that the issue of Equity Shares by way of the proposed preferential allotment is being made in accordance with the requirements of SEBI's guidelines for preferential issue as contained under Regulation 73(2) in Chapter VII of SEBI (ICDR) Regulations 2009, a copy of said Certificate will be available for inspection at the Corporate / Registered Office of the Company between 11:00 A.M. and 05:00 P.M. on any working day except Saturday and public holidays up to the date of Annual General Meeting (i.e. 26.09.2015) and will also be available on the Place of Annual General Meeting on 26.09.2015.

Methodology of Arriving at Issue Price

The pricing of Equity Shares allotted on preferential basis to Non-Promoters and other Investors shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Currently SEBI (ICDR) Regulations, 2009 provides that the issue of shares on preferential basis can be made at a price not less than the higher of the following:

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The average of the weekly high and low of the closing price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant dates; or

The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

As there is no trading platform in Delhi Stock Exchange Limited & Calcutta Stock Exchange Limited and in the absence of Market Price of the shares, Issue price would be determined on the basis of clause (e) of sub Regulation (2) of Regulation 8 of SEBI (SAST) Regulations, 2011 and as per Regulation 76 of SEBI (ICDR) 2009 as amended on August 25, 2014 and which comes to Rs. 17.36 per share and therefore the issue price of the share in total is set at Rs. 20/- (Rs. Twenty) each. Valuation / Networth / Book-Value Certificate is available for inspection.

Intention/ proposal of the Promoters/ Directors/ Key Management Persons to subscribe to the Equity Shares:

None of the existing Promoters/ Directors/ Key Managerial persons intends/ proposes to subscribe to any of the Shares to be allotted under the proposed preferential allotment.

Shareholding Pattern Before & After the Issue and Allotment of Subscription Shares (including / after Bonus Issue)

Category code	Category of Shareholder	Pre Preferential and After Bonus Issue		Post Preferential Issue	
		No. of Shares	%	No. of Shares	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	384000	39.18	384000	19.39
(b)	Central Government/ State Government(s)	0	0.00	0	0.00
(c)	Bodies Corporate	0	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0.00
(e)	Any Others(Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	384000	39.18	384000	19.39
2	Foreign				
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Institutions	0	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0.00	0	0.00
(e)	Any Others(Specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	384000	39.18	384000	19.39
(B)	Public Shareholding				
B 1	Institutions				
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0

(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0
(i)	Any Other (specify)	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
B 2	Non-institutions				
(a)	Bodies Corporate	0	0	0	0.00
(b)	Individuals	596000	60.82	1596000	80.61
(c)	Qualified Foreign Investor		0		0
(d)	Any Other (specify)	0	0	0	0
	Sub-Total (B)(2)	596000	60.82	1596000	80.61
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	596000	60.82	1596000	80.61
	TOTAL (A)+(B)	980000	100.00	1980000	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group				
2	Public				
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	980000	100.00	1980000	100.00

Time within which Preferential Issue shall be completed:

The Board proposes to allot equity shares within a period of 15 days from the date of passing of the resolution by the shareholders in the Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority(ies) or DSE or CSE or the Central Government, the period of fifteen days shall be counted from the date of receipt of such approval(s) or permission(s).

Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them

The names of the proposed allottee(s) and the percentage of post preferential issue capital to be held by them after the proposed allotment are:

All the Proposed Allottee(s) belong to NON-PROMOTER Category

Sr. No.	Name	PAN	Pre-Issue Share Holding		Proposed Allottee(s)		Post - Issue Share Holding	
			No. of Shares	% Shares	No. of Shares	% of Shares	No. of Shares	% Shares
1	AJIT PERSHAD	AAHPP1397A	0	-	100000	10.00	100000	5.05
2	AMIT GUPTA HUF	AANHA8127R	0	-	9000	0.90	9000	0.45
3	ANIL KUMAR GARG	AAEPG8985C	0	-	20000	2.00	20000	1.01
4	ANSHU GOEL	ADVPJ6323K	16000	1.63	20000	2.00	36000	1.82
5	ANSHUL JAIN	AEVPJ4322F	16000	1.63	21000	2.10	37000	1.87
6	DEEPAK GOEL	AFYPG1033Q	16000	1.63	20000	2.00	36000	1.82
7	DEEPAK MALHOTRA	AIVPM6140L	0	-	10000	1.00	10000	0.51

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8	DEVENDER AGGARWAL (HUF)	AAAH1729F	0	-	25000	2.50	25000	1.26
9	DEVENDER KUMAR AGGARWAL	AAAPA2893B	0	-	25000	2.50	25000	1.26
10	GURDEEP KAUR	AAPPK7823G	0	-	9000	0.90	9000	0.45
11	GURMEET KAUR	AAJPK9949H	0	-	9000	0.90	9000	0.45
12	INDERPAL SINGH HUF	AAAHI4705C	0	-	9000	0.90	9000	0.45
13	JAI PRAKASH GUPTA HUF	AAGHJ5959P	0	-	9000	0.90	9000	0.45
14	KARAN KALIA	ANNPK0683P	0	-	25000	2.50	25000	1.26
15	KARAN SETHI	APLPS8896N	0	-	10000	1.00	10000	0.51
16	MAMRAJAGARWAL	AAFPA1004P	0	-	25000	2.50	25000	1.26
17	MANISHAGGARWAL	AAHPA2659N	0	-	25000	2.50	25000	1.26
18	MANISHAGGARWAL	AFZPA2150B	0	-	20000	2.00	20000	1.01
19	MANISHAGGARWAL HUF	AALHM3775R	0	-	25000	2.50	25000	1.26
20	MANJU GUPTA	AAHPG2384A	0	-	100000	10.00	100000	5.05
21	MANSIAGGARWAL	AGYPG8713E	0	-	25000	2.50	25000	1.26
22	MEENAKSHI MALHOTRA	AEFPC9718Q	0	-	5000	0.50	5000	0.25
23	MILAN KUMAR AGGARWAL	AADPA8972A	0	-	25000	2.50	25000	1.26
24	MILAN KUMAR AGGARWAL HUF	AALHM3706J	0	-	25000	2.50	25000	1.26
25	NIKHILAGGARWAL	ADSPA2052P	0	-	25000	2.50	25000	1.26
26	NIKUNJAGGARWAL	ADQPA7490P	0	-	25000	2.50	25000	1.26
27	NIKUNJAGGARWAL HUF	AAFHN9398K	0	-	25000	2.50	25000	1.26
28	PARULAGGARWAL	AIJPS9708G	0	-	25000	2.50	25000	1.26
29	PARULAGGARWAL	AMLPG6232D	0	-	25000	2.50	25000	1.26
30	PRADEEP PATIL	BAIPP4632G	0	-	20000	2.00	20000	1.01
31	PRANJAL PRADEEP PATIL	BCIPP8050N	0	-	20000	2.00	20000	1.01
32	PRAVEEN GUPTA	AAHPG1027E	0	-	25000	2.50	25000	1.26
33	PULKIT KALIA	CMWPK7678A	0	-	25000	2.50	25000	1.26
34	RAKESH KUMAR	AKBPK0201G	0	-	10000	1.00	10000	0.51
35	RAM KUMAR SONI	BCSPS1696D	0	-	10000	1.00	10000	0.51
36	RAVINDERAGGARWAL HUF	AAAHR3331P	0	-	25000	2.50	25000	1.26
37	SAKSHI SETHI	AFBPG3974R	0	-	10000	1.00	10000	0.51
38	SATISH SETHI	AZZPS2072G	0	-	10000	1.00	10000	0.51
39	SATPAL SINGH HUF	AAOHS5977A	0	-	9000	0.90	9000	0.45
40	SAURABH JAIN	ACWPJ4788L	0	-	20000	2.00	20000	1.01
41	SHASHI BALAAGGARWAL	AAHPA7304A	0	-	25000	2.50	25000	1.26
42	URMILAAGGARWAL	AAGPA8237K	0	-	25000	2.50	25000	1.26
43	VANDANAAGGARWAL	AAGPG0943G	0	-	25000	2.50	25000	1.26
44	VEENAGUPTA	AGIPG0604L	0	-	10000	1.00	10000	0.51
45	ZAINY SETHI	ACSPS5022J	0	-	10000	1.00	10000	0.51
		TOTAL	48000	4.89	1000000	100.00	1048000	52.93

The names of proposed investors and/or number of shares proposed to be subscribed by them as mentioned above are only indicative and actual numbers of shares that may be ultimately subscribed and allotted may vary / interchange among the persons named above but the total number of shares that will be allotted shall be UPTO 10,00,000 (Ten Lacs Only) Equity Shares on Preferential basis, and the pre and post shareholding pattern of the respective allottees may vary accordingly

Group of persons who holds more than 5% shareholders

Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
1	AJIT PERSHAD	AAHPP1397A	100000	5.05	A-67, GUJRANWALATOWN, PART-1, DELHI - 110009
2	MANJU GUPTA	AAHPG2384A	100000	5.05	A-67, GUJRANWALATOWN, PART-1, DELHI - 110009
		TOTAL =	200000	10.10	

Identity of Beneficial Owners / Representative if Proposed allottee is a Body Corporate/Firm/HUF etc.

Sr. No.	NAME	PAN	Beneficial Owner - Karta	Shareholding of the Beneficial Owner (%)	Shares Applied
1	AMIT GUPTA HUF	AANHA8127R	KARTA-AMIT GUPTA	N.A.	9000
2	DEVENDER AGGARWAL (HUF)	AAAHD1729F	KARTA-DEVENDER AGGARWAL	N.A.	25000
3	INDERPAL SINGH HUF	AAAH14705C	KARTA-INDER PAL SINGH	N.A.	9000
4	JAI PRAKASH GUPTA HUF	AAGHJ5959P	KARTA- JAI PRAKASH GUPTA	N.A.	9000
5	MANISH AGGARWAL HUF	AALHM3775R	KARTA- MANISH AGGARWAL	N.A.	25000
6	MILAN KUMAR AGGARWAL HUF	AALHM3706J	KARTA- MILAN KUMAR AGGARWAL	N.A.	25000
7	NIKUNJ AGGARWAL HUF	AAFHN9398K	KARTA- NIKUNJ AGGARWAL	N.A.	25000
8	RAVINDER AGGARWAL HUF	AAHR3331P	KARTA- RAVINDER AGGARWAL	N.A.	25000
9	SATPAL SINGH HUF	AAOHS5977A	KARTA- SATPAL SINGH	N.A.	9000

Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern.

Change in Control & Management

The said allotment on Preferential basis would not result in any change in control over the Company or the management of the affairs of the Company and the existing Promoters of the Company will continue to be in control of the Company. Voting right shall change according to the change in shareholding pattern.

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Terms of Payment:

The entire consideration against the allotment of the Equity Shares shall be received by the Company from the Allottee(s) before the said Allotment(s) and through the normal banking channels only and from the account of the respective allottee(s) only.

Pre-Preferential shareholding

The pre-preferential shareholding (if any) of all the proposed allottees are in the dematerialized mode only.

Pari-Passu:

The shares allotted shall rank pari-passu in all respects with all other equity shares of the Company in respect of all rights including dividend.

Mode of Allotment

The allotment shall be made in Dematerialized mode to all the proposed allottees.

Undertakings:

In terms of clause (f) & (g) of sub regulation (1) of regulation 73 of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes, if applicable, that:

- a) it shall re-compute the price of the equity shares in terms of the provision of these regulations where it is required to do so.
- b) if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottee(s).

Subscription:

The allotment of shares are subject to the Investor not having sold any Equity Shares during the last Six months preceding the Relevant date and the Investor not acquiring or selling any Equity Shares until completion of the allotment of the issue Shares under the proposed preferential issue.

Lock-in

The proposed allotment to Non-promoters shall be Locked-in for a period of One year from the date of Trading approvals of equity shares or as stipulated by DSE/ CSE/ SEBI. The entire pre-preferential share holding of proposed Allottee(s), if any, shall be Locked-in from the relevant date upto a period of 6 months from the date of Trading Approvals as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended.

Disclosure of Interest by the Directors

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

The Board believes that such an Issue of Equity Shares by the Company is in the interest of the Company and therefore recommends the resolutions for approval by way of special resolution.

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

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

**Date : 12.08.2015
Place: New Delhi**

DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors present herewith the 32nd Annual Report for the year ended 31.03.2015.

FINANCIAL RESULTS

(In Rupees)

Particulars	For the Year Ended 31.03.2015	For the Year Ended 31.03.2014
Income from Operations	11,65,175	29,69,933
Other Income	1,633	1,25,000
Total Income	11,66,808	30,94,932
Total Expenditure	9,47,118	9,48,396
Profit/(Loss) before tax	2,19,690	21,46,536
Current Tax	48,500	-
Tax Relating to Earlier Year	-	-
Net Profit/(Loss)	1,71,190	21,46,536

FINANCIAL HIGHLIGHTS

During the year under review your company diversified into the business of Agency, Trading, Commission, Distribution, etc. Company has earned the total revenue of Rs. 11,66,808/-. Net Profit after Tax for the year under consideration is Rs. 1,71,190/-. Your Company hopes to increase its presence in the business in the coming years, which may increase the top line and also its profitability.

DIVIDEND

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

BOARD INDEPENDENCE

Definition of 'Independence' of Directors is derived from Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Section 149(6) of the Companies Act, 2013:

1. Meena Aggarwal (DIN : 07153996)
2. Raman Mittal (DIN : 06877244)

RISK MANAGEMENT POLICY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Board of Directors of the Company.

ANNUAL EVALUATION BY THE BOARD

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

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

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

SHARE CAPITAL

Authorised share capital of the Company as on 31.03.2015 is Rs. 24,50,000/- divided into 2,45,000 Equity Shares of Rs. 10/- each and the paid capital of the Company as on 31.03.2015 stands at Rs. 24,50,000/-.

P R HOLDINGS LIMITED

The Board of Directors in their meeting held on 12th August, 2015 has decided to issue & allot 73,50,000 equity shares as Bonus Shares out of Reserves & Surplus and also to create offer, issue & allot UPTO 10,00,000 (Ten lacs only) Equity Shares of face value of Rs. 10/- (Rupees Ten) each at a Premium of Rs. 10/- (Rs. Ten) each, amounting in total to Rs. 20/- (Rupees Twenty) per equity shares, on Preferential basis to the non-promoters, to finance the business activities of the Company. In order to give effect to the said decisions it has also been decided to increase the Authorised share capital of the Company from existing by an amount of Rs. 3,00,00,000/-. The Authorised Share Capital of the Company after considering the aforesaid increase shall be at Rs. 3,24,50,000/-.

DIRECTORS AND KEY MANAGERIAL PERSON

In accordance with the requirements of the Companies Act, 2013 and the Company's Articles of Association Mr. N. N. Prasad, Director of the Company, retires by rotation and shown his willingness for re-appointment.

In accordance with the section 196, 197 read with Schedule V of Companies Act, 2013 Mrs. Richa Agarwal was appointed as Whole Time Director & Chief Financial Officer on 30.06.2015.

Ms. Meena Aggarwal and Mr. Raman Mittal were also appointed as Independent Directors w.e.f. 30.06.2015 and 30.06.2015 respectively.

Brief resume of Directors proposed to be appointed, nature of their experience in their specific functional areas, Companies in which they hold directorship forms part of the Notice.

Both Mr. A. C. Laha & Ms. Lalita Mittal resigned from directorship w.e.f. 30.06.2015.

LOANS, GUARANTEES AND INVESTMENTS

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

PERFORMANCE EVALUATION OF BOARD MEMBERS

With a view to improve performance and effectiveness, Board Members are now increasingly deploying board performance evaluation tools to identify areas of improvement benchmarking themselves against leading practices. Realizing the trends and challenges, the regulators around the world have mandated board evaluations.

MEETINGS OF BOARDS DURING REPORTING PERIODS

The followings meeting were held during reporting period

Sr. No.	Date of Board Meeting	Sr. No.	Date of Board Meeting
1.	16.05.2014	5.	25.09.2014
2.	26.05.2014	6.	12.11.2014
3.	11.08.2014	7.	11.02.2015
4.	02.09.2014	8.	30.03.2015

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under the provisions of the Companies Act regarding the Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31st 2015 and of the profit or loss of the Company for the ended on that date.
- iii. 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.
- vi. The Directors have prepared the annual accounts on a going concern basis.
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively.
- iv. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

PARTICULARS OF EMPLOYEES

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

PUBLIC DEPOSITS

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

STATUTORY AUDITORS

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

STATUTORY AUDITORS' REPORT

Auditors Report in respect of the Financial Statements of 31.03.2015 is self Explanatory and does not warrant any further comments / explanation from the Board of Directors.

SECRETARIAL AUDITORS

The Board appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2014-15. The Secretarial Audit Report for the financial year 2014-15 is annexed with Directors Report. Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

SECRETARIAL AUDITORS' REPORT

Secretarial Audit Report in respect of the Financial Year ended at 31.03.2015 is self Explanatory and does not warrant any further comments, explanation from the Board of Directors.

LISTING OF SHARES

Equity Shares of the Company are listed on Delhi Stock Exchange Limited (DSE*) & Calcutta Stock Exchange Limited (CSE). Company has complied with the requirement of listing agreement during the period of review. Listing Fee stands paid for & upto-date (2015-16) to CSE. (*DSE-derecognised by SEBI w.e.f. 19.11.2014)

APPOINTMENT OF THE REGISTRAR & SHARE TRANSFER AGENT

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

DEMATERIALISATION OF EQUITY SHARES

Directors have considered the Dematerialization of the Equity Shares of the Company in the interest of the Members in order to provide them safer mode of holding the equity shares and also the faster mode of share transfer on CDSL & NSDL.

ALTERATION OF ARTICLES OF ASSOCIATION

In order to bring the Articles of Association in conformity with the provisions of the Companies Act, 2013, your Company seeks approval of Members to substitute the Articles of Association with New Set of Articles of Association based on Table 'F' of the Companies Act, 2013 and the Board recommends the same.

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

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

A. CONSERVATION OF ENERGY

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

Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We emphasis towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

P R HOLDINGS LIMITED

B. RESEARCH & DEVELOPMENT

Your Company has not imported any technology for any research and development.

C. TECHNOLOGY ABSORPTION

Your Company has not imported any technology; however, we believe and use information technology extensively in all spheres of our activities to improve efficiency levels.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO.

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

	31.03.2015 (Amt.)	31.03.2014 (Amt.)
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed with Directors Report.

PROPOSED PLANNINGS / LISTING OF SHARES :

For the betterment of the goodwill / results of the company, your company has diversified into Real Estate & allied related activities, and also to provide the better and easy access to capital markets and realtime liquidity in the shares therefore, the Board of Directors of your company unananimously approved & passed a Resolution on 12.08.2015 for additional direct Listing with Trading Approvals at BSE Ltd. and/or MCX (mSXI) and/or at any other Exchange(s).

APPRECIATION

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

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

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

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

**Date : 12.08.2015
Place : New Delhi**

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED on 31.03.2015

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

To,

The Members,

P R Holdings Limited

Girish Chandra Baradalai Path, Bamunimaidan,
Guwahati Assam

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **P R Holdings Limited (CIN: L27310AS1983PLC007154)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year starting from 01.04.2014 ended on 31.03.2015 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 2015 according to the provisions of:

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

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

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

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

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

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 (Delisting of Equity Shares) Regulations, 2009; requiring compliance thereof by the company during the financial year and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

We further report that based on information provided by the company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by officials of the company taken on records by the Board of Directors of the company, in our opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable laws.

We further report that the compliance by the company of applicable financial laws, like direct and Indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the director/directors, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there 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:-

- (a) Public/ Right/ Preferential/ Debentures/ Sweat Equity issue, etc.
- (b) Redemption / buy-back of securities
- (c) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (d) Merger / amalgamation / reconstruction, etc.
- (e) Foreign technical collaborations etc.

Place: New Delhi
Date : 12.08.2015

1195, Gali Babu Ram,
Sita Ram Bazar,
Delhi – 110006

For **B. Bhushan & Co.**
(Company Secretaries)

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

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

I. REGISTRATION AND OTHER DETAILS:

i) CIN : **L27310AS1983PLC007154**

ii) Registration Date : **14th January, 1983**

iii) Name of the Company : **P R Holdings Limited**

iv) Category / Sub-Category : **Public Company/ Limited by shares**

v) Address of the Regd. Office of the Company : **Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam- 781021**

vi) contact details :

a.) Corp. Office : **2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057**

b.) Website : **www.prholding.in**

c.) Email i.d. : **prholding1983@gmail.com**

d.) Phone No. : **09818847497**

e.) Fax No. : **011-26143394**

vii) Whether listed company : **YES**
1) Calcutta Stock Exchange Ltd. – CSE
2) Delhi Stock Exchange Ltd. – DSE
(de-recognized by SEBI w.e.f. 19.11.2014)

viii) Detail of RTA

a.) Name : **Alankit Assignments Limited**

b.) Address : **R. O. IE/13, Alankit Heights, Jhandewalan Extn., New Delhi – 55**
C.O. : 205-208, Anarkali Complex, Jhandewalan Extn., New Delhi – 55

c.) Contact : **011-42541234, 011-42541960**
rta@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Rental Income	99721119	77.13%
2	Commission Income	997212	22.73%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

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

P R HOLDINGS LIMITED

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category Code	Category of Shareholder	No. of Shares held at the beginning of the year	% of total no. of shares	No. of Shares held at the end of the year	% of total no. of shares	% Change during the year
(A)	Shareholding of Promoter and Promoter Group²					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	96000	39.18	96000	39.18	-
(b)	Central Government/ State Government(s)	0		0		
(c)	Bodies Corporate	0	0	0	0	0
(d)	Financial Institutions/ Banks	0		0		
(e)	Any Others(Specify)	0		0		
(e-i)		0		0		
(e-ii)		0		0		
	Sub Total(A)(1)	96000	39.18	96000	39.18	-
2	Foreign					
a	Individuals (Non-Residents Individuals/Foreign Individuals)	0		0		
b	Bodies Corporate	0		0		
c	Institutions	0		0		
d	Qualified Foreign Investor	0		0		
e	Any Others(Specify)	0		0		
e-i						
e-ii						
	Sub Total(A)(2)	0		0		
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	96000	39.18	96000	39.18	-
(B)	Public shareholding					
1	Institutions					
(a)	Mutual Funds/ UTI	0		0		
(b)	Financial Institutions / Banks	0		0		
(c)	Central Government/ State Government(s)	0		0		
(d)	Venture Capital Funds	0		0		
(e)	Insurance Companies	0		0		
(f)	Foreign Institutional Investors	0		0		
(g)	Foreign Venture Capital Investors	0		0		
(h)	Qualified Foreign Investor	0		0		
(i)	Any Other (specify)	0		0		
(i-ii)						
(i-ii)						
	Sub-Total (B)(1)	0		0		

B 2	Non-institutions					
(a)	Bodies Corporate	144000	58.78	96000	39.18	[19.60]
(b)	Individuals					
I	i. Individual shareholders holding nominal share capital up to Rs 1 lakh	5000	2.04	53000	21.63	19.60
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	0		0	0	0
(c)	Qualified Foreign Investor	0		0		
(d)	Any Other (specify)	0		0		
(d-i)						
(d-ii)						
	Sub-Total (B)(2)	149000	60.82	149000	60.82	-
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	149000	60.82	149000	60.82	-
	TOTAL (A)+(B)	245000	100.00	245000	100.00	-
(C)	Shares held by Custodians and against which Depository Receipts have been issued					
1	Promoter and Promoter Group					
2	Public					
	Sub-Total (C)	0		0		
	GRAND TOTAL (A)+(B)+(C)	245000	100.00	245000	100.00	-

(ii) Shareholding of Promoters

Sl. No.	NAME OF PROMOTER	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in share holding during the year
		No. of Shares	% of Shares Pledged /encumbered	No. of Shares	% of Shares Pledged /encumbered	
1	Sita Rani	96000	0	96000	0	0
	TOTAL	96000		96000		0

(iii) Change in Promoters' Shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1 2	At the Beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	THERE IS NO CHANGE IN PROMOTER'S SHAREHOLDING DURING THE YEAR			

P R HOLDINGS LIMITED

3 At the End of the year

(iv) **Shareholding Pattern of TOP TEN Shareholders
(other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Lord Inchcape Financial Services Ltd.				
		At the Beginning of the year	48000	19.60	48000
	At the End of the year	48000	19.60	48000	19.60
2	Antique Holdings Pvt. Ltd.				
		At the Beginning of the year	24000	9.80	24000
	At the End of the year	24000	9.80	24000	9.80
3	East West Properties Pvt. Ltd.				
		At the Beginning of the year	24000	9.80	24000
	At the End of the year	24000	9.80	24000	9.80
4	Neeraj Chaudhary				
		At the Beginning of the year	0	0	0
	Add :- off market purchase	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
5	Priyanka Chaudhary				
		At the Beginning of the year	0	0	0
	Add :- off market purchase	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63

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Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
6	Subhash Chand Bansal	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	0	0	0	0
	Add :- off market purchase	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
7	Akash Bansal	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	0	0	0	0
	Add :- off market purchase	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
8	Aman Gupta (HUF)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	0	0	0	0
	Add :- off market purchase	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
9	Rajeev Reddy Malcheti	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	0	0	0	0
	Add :- off market purchase	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
10	Pritam Kaur	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the year	0	0	0	0
	Add :- off market purchase	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63

P R HOLDINGS LIMITED

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of Director & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the Beginning of the year		NIL		
2	Date Wise Increase / Decrease in Shareholding during the year				
3	At the End of the year				

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans / Advances	Deposits
Indebtedness at the beginning of the financial year	NIL		NIL
i) Principal Amount		254,257/-	
ii) interest due but not paid		0	
iii) interest accrued but not due		0	
Total (i+ii+iii)	NIL	254,257/-	NIL
Change in Indebtedness during the financial year			
* Addition		0	
* Reduction		0	
Net Change	NIL	NIL	NIL
Indebtedness at the end of the Financial Year	NIL		NIL
i) Principal Amount		254,257/-	
ii) Interest due but not paid			
iii) Interest accrued but not due			
Total (i+ii+iii)	NIL	254,257/-	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager as on 31.03.2015 :

Sl. no	Particulars of Remuneration	Total Amount
	NIL	
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL
	(c) profit in lieu of salary under section 17(3) income tax Act, 1961	NIL
2	Stock Option	NIL
3	Sweat Equity	NIL
4	Commission - as % of Profit - Other, Specify.....	NIL
5	Others, please specify	NIL
	Total (A)	NIL
	Ceiling as per the Act	

B. REMUNERATION TO OTHER DIRECTORS:

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

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

Sl. no			TOTAL
	NIL		
1	Company Secretary	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

By Order of Board of Directors
For P R Holdings Limited

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

Date : 12.08.2015
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors present Management Discussion and Analysis Report for the year ended on 31.03.2015

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

FORWARD LOOKING STATEMENT

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

PROPOSED PLANNINGS / LISTING OF SHARES :

For the betterment of the goodwill / results of the company, your company has diversified into Real Estate & allied related activities, and also to provide the better and easy access to capital markets and realtime liquidity in the shares therefore, the Board of Directors of your company unanimously approved & passed a Resolution on 12.08.2015 for additional direct Listing with Trading Approvals at BSE Ltd. and/or MCX (mSXI) and/or at any other Exchange(s).

REAL ESTATE & AGENCY & COMMISSION & TRADING & SERVICE SECTOR

INDUSTRY STRUCTURE & DEVELOPMENTS

The Indian real estate sector has come a long way and is today one of the fastest growing markets in the world. It comprises many sub-sectors – housing, retail, hospitality, farms, residential, and commercial. While housing contributes to five–six percent of India's gross domestic product (GDP), the remaining sub-sectors are also increasing at a fast pace. The total realty market in the country is expected to touch US\$ 180 billion by 2020.

Real estate in India is being recognized as an infrastructure service that is driving the economic growth engine of the country. Growing infrastructure requirement in diverse sectors such as tourism, education, healthcare, etc., are offering several investment opportunities for both domestic as well as foreign investors. Total investment by private equity (PE) funds in the real estate sector from January–March 2015 was approximately Rs 5,168 crore. This is a substantial increase of 85% per cent compared to the previous quarter. The role of the Government of India has been instrumental in the development of the sector. With the government trying to introduce developer and buyer friendly policies, the outlook for the real estate sector in 2014-20 does look promising.

OPPORTUNITIES

- Ø Real estate contributes about 5 per cent to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2 per cent during FY 2008–2020.
- Ø 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.
- Ø The residential asset class looks to have great potential for growth with housing requirements growing across cities.
- Ø Demand for space from sectors such as education and healthcare has opened up ample opportunities in the real estate sector. The country still needs to add three million hospital beds to meet the global average of three for every 1,000 people.

- Ø Government of India focus on affordable homes for all by 2022, the creation of 100 Smart Cities and infrastructure development across India, the real estate industry has much to look forward to in 2015.

THREATS

- Ø High inflation rate may increase the cost and company's profit margins may suffer.
- Ø High interest rate may also prove to be adverse.
- Ø 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.
- Ø Tough competition from the other existing players in the industry also poses a threat.

OUTLOOK

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has a proper and adequate system of internal controls & audit commensurate with its size to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly. Proper controls and checks are exercised by the company by following the procedures prescribed in the various manuals. The Audit Committee of the Board will review Internal Control Systems of the company on periodical basis

DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

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

Date : 12.08.2015
Place: New Delhi

By Order of Board of Directors
For P R Holdings Limited

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

INDEPENDENT AUDITORS' REPORT

To the Members of
M/s. P R HOLDINGS LTD

Report on the Financial Statements

We have audited the accompanying financial statements of M/s **P R HOLDINGS LTD** (CIN: L27310AS1983PLC007154) ('the Company') which comprise Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Statement and cash flow statement for the period ended, and summary of the significant accounting policies, notes and other explanatory information.

Management's Responsibility for the Financial Statements

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

This responsibility also includes maintenance of adequate accounting record for safeguarding the Assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policy, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal control, that are operating effectively and preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place and adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Director, 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 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 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 31st March, 2015;
- (b) In the case of the Profit and Loss Statement, of the profit for the period of twelve months ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

1. Report on Other Legal and Regulatory Requirements

as required by the Companies (Auditors' Report) Order 2015 ("the Order") issued by the Central Government in

terms of Section 143(11) of the Act, on the matters specified in paragraphs 4 and 5 of the Order, we report that,

- (i) In respect of fixed assets:
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of the Company's inventories:

The company is primarily in the business of real estate, commission, etc. and does not hold any inventory, therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- (iii) The company has not granted any unsecured loan, to company covered in register maintained under section 189 of the Act during the year, therefore, the provisions of Clause 3(iii) of the said Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of fixed assets and with regard to the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits. Therefore, the provisions of Clause 3(v) of the said Order are not applicable to the Company.
- (vi) The provisions 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 Audit) Rules, 2014.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The company has generally depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, Sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it and with appropriate authorities.
 - (b) There were no disputed amount payable in respect of provident fund, employees' state insurance, income-tax, Sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable
 - (c) There are no amounts required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made there under.
- (viii) The Company does not have accumulated losses at the end of financial year. Company neither incurred any cash losses in this financial year nor in the immediately preceding financial year.
- (ix) In our opinion, and according to the information and explanations given to us, the company has not defaulting in the of dues to a bank. Further, in our opinion, and according to the information and explanations given to us, the company did not have any amount outstanding to financial institutions or debenture-holders.
- (x) In our opinion, and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions. Accordingly, the provisions of Clause 3(x) of the said Order are not applicable to the Company.
- (xi) According to the information and explanations given to us, the company did not avail any term loan during the year.
- (xii) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in india, and according to the information

P R HOLDINGS LIMITED

and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed any such case by the Management..

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 Balance Sheet, Profit & Loss Statement and cash flow statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the applicable accounting standards specified under section 113 of the Act, read with rule 7 of the Companies (Accounts) Rule, 2014;
- e) On the basis of written representations received from the Directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of section 164 (2) of the Act;
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The company does not have any pending litigation which would impact its financial position.
 - ii) The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

For K. BHANSALI & CO.
(Chartered Accountants)
Firm Registration No.-322434E

PLACE : NEW DELHI
DATED : 26.05.2015

(CAK.S. BHANSALI)
Proprietor
Membership No.-011716

P R HOLDINGS LIMITED

BALANCE SHEET

In ₹

Particulars	Note	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
SHAREHOLDER'S FUNDS			
Share Capital	2.1	2,450,000	2,450,000
Reserves and Surplus	2.2	14,563,650	14,392,460
		17,013,650	16,842,460
NON-CURRENT LIABILITIES			
Long-term borrowings	2.3	254,257	254,257
		254,257	254,257
CURRENT LIABILITIES			
Other current liabilities	2.4	3,389,748	7,775,113
		3,389,748	7,775,113
		20,657,655	24,871,830
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible assets	2.5	47,290	59
Investment	2.6	626,195	626,195
Long-term loans and advances	2.7	10,534,751	10,207,601
Other non-current assets	2.8	-	21,578
		11,208,236	10,855,432
CURRENT ASSETS			
Inventories	2.9	1,113,381	1,113,381
Trade Receivables	2.10	265,175	-
Cash and cash equivalents	2.11	106,175	114,312
Short-term loans and advances	2.12	7,964,688	12,788,705
		9,449,419	14,016,398
		20,657,655	24,871,830
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS			
	1&2		

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

In terms of our separate report of even date

For K. BHANSALI & CO.

Chartered Accountants

Firm's Registration No. 322434E

(CAK. S. Bhansali)

(Proprietor)

Membership No. 011716

Place : 26/4, Armenion Street,

Kolkata-700 001

Dated : 26.05.2015

(Navin Nishchal Prasad)

(Director)

DIN :00040552

(Deepak Sharma)

(Director)

DIN :00293945

P R HOLDINGS LIMITED
STATEMENT OF PROFIT & LOSS

			In ₹		
Particulars	Note	Year ended March 31, 2015	Year ended March 31, 2014		
REVENUE					
Revenue from Operations					
- Rental income		900,000	900,000		
- Interest income		-	2,970		
- Profit on Sale of Investment		-	2,066,963		
- Commission - Real Estate		265,175	-		
Other Income	2.13	1,633	125,000		
		1,166,808	3,094,932		
EXPENSES					
Administrative & other expenses	2.14	944,849	948,383		
Depreciation and amortization Expenses	2.5	2,269	13		
Total Expenses		947,118	948,396		
Profit before exceptional and extraordinary items and tax (III-IV)		219,690	2,146,536		
Exceptional items		-	-		
Profit before extraordinary items and tax (V - VI)		219,690	2,146,536		
Extraordinary Items		-	-		
PROFIT / (LOSS) BEFORE TAX		219,690	2,146,536		
Tax expense:					
Current tax		-	-		
Tax relating to earlier years		48,500	-		
PROFIT / (LOSS) FOR THE PERIOD		171,190	2,146,536		
EARNING PER SHARE					
(Equity share of par value of 10 each)					
Basic		0.70	8.76		
Diluted		0.70	8.76		
Weighted average number of shares used in computing earning per share:		245,000	245,000		
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	1&2				

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

In terms of our separate report of even date

For K. BHANSALI & CO.

Chartered Accountants

Firm's Registration No. 322434E

(CAK. S. Bhansali)

(Proprietor)

Membership No. 011716

Place : 26/4, Armenion Street,

Kolkata-700 001

Dated : 26.05.2015

(Navin Nishchal Prasad)

(Director)

DIN :00040552

(Deepak Sharma)

(Director)

DIN :00293945

Notes which are integral part of financial statements for the year ended March 31, 2015

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

1. Significant Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements are prepared under the historical cost convention on the accrual basis of accounting & in accordance with the Generally Accepted Accounting Principal in India and provisions of the Companies Act 1956 read with Companies (Accounting Standards) Rules, 2006. The Disclosure requirements as specified in the Schedules VI to the Companies Act, 1956 have been complied with to the extent practicable. The Company follows mercantile system of accounting and recognizes items of income and expenditure on accrual basis

The Preparations of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates any revision to accounting estimates is recognized prospectively in current and future periods.

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 of 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. The Company derives its revenue primarily from investment & rental activities.

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 on securities purchased are added to the cost when paid. Earning from investments are accrued on 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 including expenses related to acquisition and installation of such assets.
- ii) Depreciation on all assets have been provided on written down value method over the estimated useful life of the assets as per the Companies Act, 2013

1.7 Employee benefits

There was no person employed during the year.

1.8 Foreign Currency Transactions

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

1.9 Provisions and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

1.10 Cash and Cash Equivalents

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

P R HOLDINGS LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2015

2.1 ShareCapital

Amount in ₹

Particulars	As at	
	March 31 2015	March 31 2014
Authorised		
Equity shares 245000 (Previous year 245000) of par value Rs. 10/- each	2,450,000	2,450,000
	2,450,000	2,450,000
Issued, Subscribed and Paid up		
Equity shares 2,45,000 (Previous year 2,45,000) of par value Rs. 10/-each fully paid up	2,450,000	2,450,000
	2,450,000	2,450,000

Equity Shares

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

Reconciliation of the number of shares outstanding

Amount in ₹

Particulars	As at March 31st 2015		As at March 31st 2014	
	No. of shares	Value	No. of shares	Value
A) EQUITY SHARES				
Shares outstanding at the beginning of the year	2,45,000	2,450,000	245,000	2,450,000
Shares outstanding at the end of the year	245,000	2,450,000	245,000	2,450,000

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

Amount in ₹

Name of the company	No. of shares As at March 31,		No. of shares As at March 31,	
	% of holding	2,015	% of holding	2,014
EQUITY SHARES				
Duncan Macneill Construction & Developers Ltd.		0	9.80	24000
Antique Holdings P Ltd	9.80	24,000	9.80	24,000
Lord Inchcape Financial Services Ltd	19.59	48,000	19.59	48,000
Link Holdings P Ltd	-	-	9.80	24,000
East West Properties P Ltd	9.80	24,000	9.80	24,000
	39.18	96,000	58.78	144,000

2.2 Reserve and surplus

Amount in ₹

Particulars	As at March 31, 2015	As at March 31, 2014
Profit & Loss Account		
Balance in Profit & Loss Account		
- Opening	14,392,460	12,245,923
Add : Profit during the year	171,190	2,146,536
Balance in Profit & Loss Account		
- Closing	14,563,650	14,392,460
	14,563,649.86	14,392,459.53

2.3 Non- Current Liabilities

Amount in ₹

Particulars	As at March 31, 2015	As at March 31, 2014
Long term borrowings		
Unsecured Loan	254,257	254,257
	254,257	254,257

2.4 Other current liabilities

Amount in ₹

Particulars	As at March 31, 2015	As at March 31, 2014
Creditors for expenses	202,964	197,464
Withholding and other statutory taxes	90,000	90,000
Intercompany Payable	2,493,512	6,317,277
Other liability	504,493	-
Sundry Creditors	-	1,120,093
Income Tax Payable	98,779	50,279
	3,389,748	7,775,113

Notes which are integral part of financial statements for the year ended March 31, 2015

2.5 FIXED ASSETS AS ON 31ST MARCH, 2015

Amount in ₹

PARTICULARS	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	ASON 31.3.2014	ADD. DED. ASON 31.3.2015	UP TO 31.3.2014	DURING THE YEAR	ASON 31.3.2015	ASON 31.3.2014
<u>Tangible Assets</u>						
Furniture & Fixture	5,212	26,000 -	5,153	574	25,485	59
Computers	-	23,500 -	-	1,695	21,805	-
Total :—	5,212	49,500 -	5,153	2,269	47,290	59
Previous Year :—	5,212	-	5,080	13	59	72

DEPRECIATION HAS BEEN PROVIDED AS PER THE COMPANIES ACT, 2013

2.6 Investment

Amount in ₹

Particulars	Face Value	Quantity	As at March 31, 2015	Quantity	As at March 31, 2014
A) EQUITY SHARES (QUOTED)					
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
SWAGTAM TRADING & SERVICES	10	21,900	69,707	21,900	69,707
DECOROUS INVESTMENT & TRAD	10	9,600	29,248	9,600	29,248
B) EQUITY SHARES (UNQUOTED)					
DUNCAN MACNEILL MINES & GRANITES LTD	10	717,500	175,000	717,500	175,000
FIRSTAND SECONDE.COM (P) Ltd	1	1,260,000	62,800	1,260,000	62,800 .
		<u>2,105,000</u>	<u>626,195</u>	<u>2,105,000</u>	<u>626,195</u>

Market Value of Investments Rs. 2583380/-
(Prev. Year Rs. 2583380/-)

2.7 Long term loans and advances

Amount in ₹

Particulars	As at March 31, 2015	As at March 31, 2014
<u>Unsecured considered good</u>		
Security Deposits	9,500,000	9,500,000
Advance Income Tax	1,034,751	707,601
	<u>10,534,751</u>	<u>10,207,601</u>

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.

2.8 Other non current assets

Amount in ₹

Particulars	As at March 31, 2015	As at March 31, 2014
Interest Receivables/Recoverable	-	21,578
	<u>-</u>	<u>21,578</u>

P R HOLDINGS LIMITED

2.9 Inventories (Valued at Cost)

Amount in ₹

Particulars	Face Value	Quantity	As at March 31, 2015	Quantity	As at March 31, 2014
Equity Shares (Quoted)					
MODI XEROX LTD	10	124	1240	124	1,240
VIDEOCON INDUSTRIES	10	31	7035	31	7,035
JSW ISPAT STEEL LTD	10	140	1197	140	1,197
INDIA CEMENT LTD	10	32	1835	32	1,835
WORLDBANK FINANCE LTD	10	787196	1102074	787196	1,102,074
		787523	1,113,381	787,523	1,113,381

Market Value of Stock Rs. 1236864.1/- (Pr. Yr. Rs. 1254109/-)

2.10 Trade Receivables

Amount in ₹

Particulars	As at March 31, 2015	As at March 31, 2014
Unsecured, considered good		
Others	265,175	-
	265,175	-

2.11 Cash and Cash equivalents

Amount in ₹

Particulars	As at March 31, 2015	As at March 31, 2014
Cash on hand	36,703	47,653
Balance with banks	69,472	66,658
	106,175	114,312

2.12 Short term loans and advances

Particulars	As at March 31, 2015	As at March 31, 2014
Unsecured, considered good		
(Recoverable in cash or in kind or for value to be received)		
Other advances	7,964,688	12,788,705
	7,964,688	12,788,705

Notes which are integral part of financial statements for the year ended March 31, 2015

2.13 Other Income

Particulars	As at March 31, 2015	As at March 31, 2014
Dividend received	1,633	125,000
	1,633	125,000

2.14 Administrative & other expenses

Amount in ₹

Particulars	As at March 31, 2015	As at March 31, 2014
Rent and office maintenance	900,000	900,000
Legal & Professional charges	5,870	11,620
<u>Auditor's remuneration</u>		
Audit fee	5,056	5,056
Traveling and conveyance	5,000	5,000
Printing and stationery	-	850
Filing Fee	12,400	5,700
Sundry expenses	16,523	16,107
Interest & penalty	-	4,050
	944,849	948,383

Notes which are integral part of financial statements for the year ended March 31, 2015

2.15 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.

2.16 Quantitative details

The company is primarily engaged in sales and purchase of share and securities. There is no transaction during the year. There is only opening inventories that are given in Note No 2.9 of balance sheet Note as required under paragraph 5(viii) (c) of general instructions for preparation of Statement of Profit and Loss as per revised Schedule VI to the Companies Act, 1956.

2.17 Net worth of the company

The networth of the company stood positive as on March 31, 2014. The Company expects to further improve its position in the subsequent years.

2.18 Related Party Disclosures

a) Name of the Related Parties :		
Key Management Personnel	:	1. Sh. A. C. Laha - Director 2. Sh. Navin Nischal Prasad - Director 3. Sh. Deepak Sharma- Director 4. Ms Lalita Mittal- Director
Enterprises over which Key Management Personnel / Shareholders/ Relatives have significant influence	:	1. Duncan Macneill Construction & Dev. Ltd. 2. William Jacks & Co. India Ltd. 3. Jeewan Commercial Ltd.
b) Transactions with Related Parties		
Nature of Transaction	Key Management Personnel	Enterprises over which Key Management Personnel/Shareholders/ Relatives have significant influence
Loan/Advances received during the year	-	6.66 lacs
Loan/Advances paid during the year	-	57.14 lacs
Balance outstanding as at the yr. end-Credit	-	0.94 lacs

P R HOLDINGS LIMITED

2.19 Earning per share

Basic earning per share is calculated by dividing the net profit / loss for the year attributable to equity.

The following is the computation of earnings per share :

Net profit as per P&LA/C	:	171,190
Weighted average number of shares outstanding		245,000
Weighted average number of equity shares & potential equity share equivalents outstanding	:	245,000
Nominal Value of share	:	10
Basic earning per share	:	0.70
Diluted earning per share	:	0.70

2.20 Post Balance Sheet Events

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

2.21 Loans & Advances

In the opinion of the Board current assets, Loans and advances have a value on realization at least equal to the amount at which these have been stated in the accounts.

2.22 Segment reporting

income of the company is primarily from real estate

2.23 Previous year figures

Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year classification / disclosure.

2.24 Directors' Fee

Directors have foregone their fees for attending Board Meetings held during the year.

2.25 Balance Sheet abstract and company's general business profile

Balance Sheet abstract and company's general business profile is annexed herewith.

Note: The notes referred to above are an integral part of the Balance Sheet.

In terms of our separate report of even date

For K. BHANSALI & CO.

Chartered Accountants

Firm's Registration No. 322434E

(CAK. S. Bhansali)

(Proprietor)

Membership No. 011716

Place : 26/4, Armenion Street,

Kolkata-700 001

Dated : 26.05.2015

(Navin Nishchal Prasad)

(Director)

DIN :00040552

(Deepak Sharma)

(Director)

DIN :00293945

P R HOLDINGS LIMITED

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

32nd ANNUAL GENERAL MEETING

Saturday, 26TH September, 2015, at 10:00 A.M.
 at Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam

S. No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST

Ordinary Business

1.	To receive, consider & adopt the Audited Balance Sheet as on 31.03.2015 and Profit & Loss for the year ended 31.03.2015 along with the Reports of Auditors & Directors thereon		
2.	To re-appoint Mr. N. N. Prasad as Director who retires by rotation & being eligible offer himself for reappointment.		
3.	To re-appoint M/s. K. BHANSALI & CO., Chartered Accountants, FRN – 32243E as the Statutory Auditors.		

Special Business

4.	To confirm appointment of Mrs. Richa Aggarwal as Whole Time Director & Chief Financial Officer of the Company.		
5.	To confirm appointment of Ms. Meena Aggarwal as Independent Director.		
6.	To confirm appointment of Mr. Raman Mittal as Independent Director.		
7.	Increase in the Authorised Share Capital of the Company.		
8.	To adopt New Set of Regulations / Articles of Association.		
9.	Issue of Bonus Equity Shares		
10.	Issue of Equity Shares on Preferential basis.		

Signed this day of 2015

Signature of Shareholder

Name :

Address :

Folio No. :

No. of Equity Shares held :

Notes:

- This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office, not less than 48 hours before the commencement of the meeting.**
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 32nd AGM.
- *It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all details including details of member(s) in the above box before submission.

P R HOLDINGS LIMITED

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CIN: L27310AS1983PLC007154

ATTANDANCE SLIP

32nd ANNUAL GENERAL MEETING

Saturday, 26TH September, 2015, at 10:00 A.M.

at Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam

Electronic Voting Event Number "EVEN" **102438** <https://www.evoting.nsdl.com>

Members are requested to bring copy of Annual Report alongwith them to the Annual General Meeting. Please complete this Attendance Slip and hand-over at the Entrance. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder :
Ledger Folio No. :
Address :
No. of Shares held :
Name of the Proxy :

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

Place :

Dated :

Member's / Proxy's Signature

Form No. MGT-11

PROXY FORM

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

P R HOLDINGS LIMITED

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

I/We.....

R/o.....

.....

being a Member/ Members of **P R HOLDINGS LIMITED**

hereby appoint Mr./ Mrs.....failing him/ her Mr./ Mrs.....

R/o.....

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the members of the Company, to be held on Saturday, 26TH September, 2015, at 10:00 A.M. at Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam and at any adjournment thereof in respect of such Resolutions as attached / annexed.

Signed on this ____ Day of _____, 2015

Signature

Address

Folio No.

No. of Equity Shares held

Affix
Revenue
Stamp
of 1/- Rupee

Notes:

1. Any Member entitled to attend and vote at the Meeting is entitled to attend and either vote in person or by Proxy and the proxy need not be a Member.
2. Proxy form duly signed across Revenue Stamp of Re. 1.00 should reach the Registered Office not less than 48 hours before the time for holding the aforesaid meeting. Proxy need not be a Member.