

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 - 110 057
 Tel: 011-26145816 Fax: 011-26143394
 Website: www.prholding.in Email: prholding1983@gmail.com
 CIN: L27310AS1983PLC007154

Mr./Mrs./M/s
 Address:

(Pursuant to Section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014)

PRIVATE PLACEMENT OFFER LETTER FORM NO. PAS-4

(a) Name, address, website and other contact details indicating both registered and corporate office :

Registered Office	Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam
Corporate Office	2 nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057
Contact Person	Mrs. Richa Agarwal WTD & CFO (DIN - 07223813)
	Email & Telephone Tel: 011 - 9818847497 Fax: 011 - 26143394 Email: prholding1983@gmail.com Website: www.prholding.in

(b) Date of Incorporation :

Company was incorporated as "P R HOLDINGS LIMITED" at Calcutta on 14th January 1983, bearing No. 35677 of 1982-83 and received Commencement of Business Certificate dated 21st January 1983, bearing No. 35677 Companies Act, 1956.

CIN	L27310AS1983PLC007154
PAN	AAACP6895R
ISIN	INE160T01014
SHARES LISTED	1) Calcutta Stock Exchange Limited [CSE] 2) Delhi Stock Exchange Limited [DSE] (de-recognised by SEBI on 19.11.2014)

(c) Business carried on by the Company:

The Company is having main objects and is in the business of Real Estate dealer, broker & agent, Builders, Developers, Construction, Trading of Building Material, trading, commission, agency, etc. No Subsidiary Company.

(d) Brief particulars of the Management of the Company, AND

(e) Names, Addresses, DIN and Occupations of the directors :

The Company is presently being managed by the Board of Directors, consisting of following Directors:

Name	Address	Occupation	DIN
Mr. Navin Nischal Prasad	C-20, Kendriya Vihar, Sector-51, Noida, Gautam Budh Nagar, Uttar Pradesh - 201301	Service	00040552
Mr. Deepak Sharma	1665, Katra Marwari, Nai Sarak, Delhi - 110006	Service	00293945
Mrs. Meena Agarwal	RZ-17A, Block-A, Gali No. 2, Syndicate Enclave, Delhi - 110045	Service	07153996
Mr. Raman Mittal	House No. U-23/12, Ground Floor, Nathupur (67), Gurgaon, Haryana - 122002	Service	06877244
Mrs. Richa Agarwal	15/16, Inner City, Ring Road, Agra, Uttar Pradesh - 282004	Service	07223813

(f) Management's perception of risk factors:

Strategic plans for the company's businesses take into account likely risks in the industrial environment from competition, changing customer needs, consumer sentiments & market trends. Annual plans that are drawn up consider the risks that are likely to impact the company's objectives, and the counter-measures put in place. Appropriate structures have been put in place to proactively monitor and manage risks and future prospects look encouraging.

REAL ESTATE, COMMISSION, AGENCY, ETC.

The Company's results may vary during any financial year depending upon a number of factors, including market slowdown, price correction, consumer sentiments, high input cost, high investment size, high inflation rate may increase the cost and company's margins may suffer, capital intensive sector which require high capital, arrangement of funds, high cost of material & labour for construction, tough competition from the other existing players in the industry also poses a threat, etc. The Indian construction and real estate sector continues to be a favoured destination and the residential asset class looks to have great potential for growth with housing requirements growing across cities. For Agency, Imports & Exports, Trading, Commission, Distribution, etc., the risk factors are comparatively low, compliances are high, cut-throat competition, lower profit margin, market players are comparatively few and future is very promising.

After diversification/ expansion of business activities into other segments/ areas also, we expect working capital requirements to increase in future. If we are unable to finance working capital needs, duly service funds obligations or secure other financing when needed, on acceptable commercial terms, it may affect our business and growth prospects, however future prospects look promising.

(g) Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of -

!	Stutory Dues	NIL
!!	Debentures and interest thereon	N.A.
!!!	Fixed Deposits and interest thereon	N.A.
iv	Loan from any bank or financial institution and interest thereon	NIL

P R HOLDINGS LIMITED



For P R HOLDINGS LTD.

Richa Agarwal
 Director/Authorised Signatory

(h) Names, designation, address and phone number, email ID of the nodal/compliance officer of the company, if any, for the private placement offer process;

Mrs. Richa Agarwal, WTD & CFO & Compliance Officer,
2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057
+91 9818847497, Email Id: prholding1983@gmail.com,

2. PARTICULARS OF THE OFFER:

a	b	c	d	e	f	g	h	i	j	k
12th August 2015	32 ND ANNUAL GENERAL MEETING on SATURDAY 26th September 2015 at 10:00 A.M. at its Regd. Office	Equity Shares	Rs. 10/- towards Share Capital account at a Premium of Rs. 10/-, including the premium, if any, along with justification of the price	Name and address of the valuer who performed valuation of the security offered	Amount which the company intends to raise by way of securities – Preferential Issue	Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment;	Proposed time schedule for which the offer letter is valid;	Purposes and objects of the offer	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Principle terms of assets charged as security, if applicable.
			Rs. 10/- towards Share Capital account at a Premium of Rs. 10/-, including the premium, if any, along with justification of the price	(1) Statutory Auditors - M/s K. BHANSALI & CO. Chartered Accountants, FRN - 322434E, 26/4, Armonion Street, Kolkatta - 1 (2) Jatin Gupta & Associates, Company Secretaries, Apt. no. 303, Bldg no. 10159, Padam Singh Road, Karol Bagh, New Delhi - 110005	Upto Rs. 2,00,00,000/- [1,00,00,000/- + 1,00,00,000/-] (10,00,000 shares @ Rs. 20/- each), Subject to Subscription/Allotment	Equity Shares, on preferential offer/ allotment basis, ranking pari-passu in all respects with the existing Shares. Rate of dividend or rate of interest, mode of payment and repayment are not applicable to this Issue.	This Preferential Offer / Issue shall be completed within 15 days from the date of Resolution by shareholders or Receipt of Regulatory Approvals	The purpose & objects of the issue of the Equity Shares by way of the proposed preferential allotment is to finance the various programmes & ventures and augmenting the working capital requirements, expansion, diversification, general business purposes, etc., as may be decided by Board of Directors.	None of the Directors, Promoters and the Key Managerial Personnel of the Company are subscribing to this preferential issue, but are helping the Company in achieving such objects	Not applicable.

3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

i. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.
 >> None of the Directors, Promoters or key managerial personnel shall be deemed to be interested in the proposed offer of the Equity shares of the Company on the preferential offer/ allotment.
 ii. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed
 >> There is no litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against Company/ Promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter.
 iii. Remuneration of directors (during the current year and last three financial years)
 >> During the last year none of the Directors were paid remuneration in any form. Board of Directors in their Board Meeting held on 30.06.2015, has appointed Mrs. Richa Agarwal as the Whole Time Director & CFO of the Company on remuneration of Rs. 20000/- per month, telecommunication facilities, major medical allowances, out of pocket expenses, etc.
 iv. Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided

Nature of Transaction	2015	2015	2014	2013	2015	2014	2013
Loan/ Advances received during the year	-	-	-	-	6.66	-	-
Loan/ Advances paid during the year	-	-	-	-	-	-	-
Loan/ Advances recovered during the year	-	-	-	-	-	-	-
Loan/ Advances repaid during the year	-	-	-	-	57.14	13.17	6.70
Balance outstanding as at the year end - Debit	-	-	-	-	-	7.17	7.16
Balance outstanding as at the year end - Credit	-	-	-	-	-	58.04	71.22

P R HOLDINGS LIMITED



Director/Authorised Signatory

Richa Agarwal

For P R HOLDINGS LTD.



Rishi Sharma

Total Expenditure			
Total Turnover - Income			
Particulars	31.03.2015	31.03.2014	31.03.2013
	11,66,808	30,94,932	10,26,463
	9,47,118	9,48,396	9,98,346

D. A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of circulation of offer letter;

Year	2015	2014	2013
Dividend Declared	NIL	NIL	NIL

C. Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)

Year	31.03.2015	31.03.2014	31.03.2013
Profit / (Loss) before provision for tax (in Rs.)	2,19,690	21,46,536	28,117
Profit / (Loss) after provision for tax (in Rs.)	1,71,190	21,46,536	28,117

B. Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter;

(ii)	The details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration		
(d)	Share Premium Account After this Issue	UPTO Rs. 1,00,00,000/- (10,00,000 shares @ Rs. 10/- each),	
(i)	Share Premium Account Before this Issue	NIL	
	(B) after conversion of convertible instruments	N.A.	
(i) (c)	(A) after the offer	Rs. 1,98,00,000/- [24,50,000 (original capital) + 73,50,000 (Bonus Issue - 3 : 1) + {1,00,00,000 (preferential issue)}] Excluding Share Premium amount of Rs. 1,00,00,000/-, SUBJECT TO SUBSCRIPTION / ALLOTMENT(S)	
(i) (b)	Size of the present offer / Issue of Equity Shares in terms of this Letter of Offer - Proposed [1,00,00,000/- Share Capital + 1,00,00,000/- Share Premium] Upto Rs. 2,00,00,000/- (Two Crores) SUBJECT TO SUBSCRIPTION / ALLOTMENT		
	Issued, Subscribed and Paid Up Share Capital before the Issue	Rs. 24,50,000 divided into 2,45,000 Equity Shares of Rs. 10/- each	
	* Proposed BONUS ISSUE of 73,50,000 shares in the ratio of Three for One out of Reserves & Surplus	Rs. 73,50,000 divided into 7,35,000 Equity Shares of Rs. 10/- each	
	Surplus	Rs. 24,50,000 divided into 2,45,000 Equity Shares of Rs. 10/- each	
	Issued, Subscribed and Paid Up Share Capital before the Issue	Rs. 32,45,000 divided into 3,24,50,000 Equity Shares of Rs. 10/- each	
	(B) after A.G.M.	Rs. 24,50,000 divided into 2,45,000 Equity Shares of Rs. 10/- each	
	(A) before A.G.M.	Rs. 24,50,000 divided into 2,45,000 Equity Shares of Rs. 10/- each	
(i) (a)	Authorised Share Capital		

4. FINANCIAL POSITION OF THE COMPANY

>> No material frauds committed against the Company in the last three years.

v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark.

>> No such reservations or qualifications or adverse remarks of Auditors in the last five financial years immediately preceding the year of circulation of offer letter.

vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter & if so, section-wise details thereof for the company and all of its subsidiaries

>> NO prosecution filed, NO fines imposed, NO compounding of offences, NO inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter.

vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the Company.

>> No material frauds committed against the Company in the last three years.



- 4) Application & Consent Forms
- 3) Valuation- Book-value / Net-Worth Certificate
- 2) List of Proposed Allottee(s)
- 1) Copies of Board & Shareholders' Resolutions

Enclosures :

Dated: 28.09.2015
Place : New Delhi

WTD & CFO - DIN: 00293945
Richa Agarwal

Director/Authorised Signatory

For P R HOLDINGS LTD.
By Order of the Board of Directors
For P R HOLDINGS LTD.

I am authorized by the Board of Directors of the Company vide Resolutions dated 12.08.2015 and 26.09.2015, to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the directors/ company/promoters and also as per the Memorandum of Association and Articles of Association. It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this Form.

For any query/information, all of the above, including Annual Report, Notice of AGM, Audited Annual Accounts, Reports, Certificates, etc., are available & may be downloaded from Company's Website www.prrholding.in or may contact Mrs. Richa Agarwal, WTD & CFO & Compliance Officer, at Corporate Office or at 9818847497 or prrholding1993@gmail.com.

- a) the company has complied with the provisions of the Act and the rules made thereunder;
- b) the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- c) the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

5. DECLARATION BY THE DIRECTOR THAT-

>> No change in accounting policies during the last three years

F. Any change in accounting policies during the last three years & their effect on the profits & the reserves of the Company

	31.03.2015	31.03.2014	31.03.2013
(1) Cash Flow From Operating Activities	21,46,537	21,46,537	28,117
Profit before tax and extraordinary items	2,19,690	2,19,690	28,117
(Profit)/Loss on sale of Investments	-	-	-
Interest/Dividend received	(2,970)	(2,970)	-
Other Income	1,633	1,633	(1,26,463)
Operating profit before working capital changes	2,21,323	2,21,323	(98,346)
(Increase) / Decrease in Loans & Advances	44,96,867	44,96,867	8,14,907
(Increase) / Decrease in Fixed Assets	(47,231)	(47,231)	16
(Increase) / Decrease in Stock	-	-	-
Increase / (Decrease) in Other Receivable	(2,43,597)	6,14,079	(4,37,407)
Increase / (Decrease) in Current Liabilities	(43,85,365)	(1,91,907)	(6,42,000)
Direct Taxes Paid	(48,500)	-	-
Cash Flow Generated From Operations	(2,27,827)	(1,16,50,004)	(2,64,484)
Net Cash Used in Operating Activities (A)	(6,504)	(1,16,98,400)	(3,62,830)
(2) Cash Flow From Investing Activities	-	-	-
Interest received	-	2,970	-
Sale of investments	-	1,16,18,017	72,000
Other Income	(1,633)	1,25,000	1,26,463
Net Cash Flow from Investing Activities (B)	(1,633)	1,17,45,987	1,98,463
Cash Flow From Financing Activities	-	-	-
Increase/(Decrease) in borrowings	-	-	-
Net cash flow from financing activities (C)	-	-	-
Net Increase / (Decrease) In Cash and Cash Equivalents (A+B+C)	(8,137)	47,587	(1,64,367)
Cash and Cash Equivalents	1,14,312	66,725	2,31,092
End of the year	1,06,175	1,14,312	66,725
Beginning of the year	1,14,312	1,14,312	66,725

E. Audited CASH FLOW STATEMENT for the three years immediately preceding the date of circulation of offer letter:

	2015	2014	2013
Net Profit/ (Loss) before Depreciation & tax	2,21,959	21,46,549	28,133
Depreciation and Amortization Expense	2,69	13	16
Tax Expenses	48,500	-	-
Net Profit / (Loss) after Tax	1,71,190	21,46,536	28,117
Accumulated Profits/(Loss) of Past Years	1,45,63,650	1,43,92,460	1,22,45,923
Paid Up Share Capital	24,50,000	24,50,000	24,50,000

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CERTIFIED TRUE EXTRACTS OF THE MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF P R HOLDINGS LIMITED HELD ON WEDNESDAY 12TH AUGUST 2015 AT 02:00 P.M. AT ITS CORPORATE OFFICE.

ITEM NO. - 7 : INCREASE IN AUTHORISED CAPITAL

The Chairman informed the Board members that Company propose to Issue Bonus Equity Shares in the ratio of three for one out of Reserves & Surplus ranking part-passu, and also to raise the money, for expansion, diversification, working capital, business purposes, etc., through the Preferential Offer / Allotment of the Equity Shares of the Company. The existing Authorised Share Capital of the Company fall short, and accordingly Authorised Capital should be increased.

The matter was placed, explained, discussed and unanimously it was:

“RESOLVED 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 Thousand Only) divided into 32,45,000 (Thirty Two Lacs Forty Five Thousand Only) 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 Lacs Fifty Thousands Only) divided into 32,45,000 (Thirty Two Lacs Forty Five Thousand Only) Equity Shares having face value of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER 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. - 9: ISSUE OF BONUS EQUITY SHARES

The Chairman proposed Issue of Bonus Equity Shares of Rs. 10/- (Rupees Ten) each, to the holders of the Equity Shares of the Company whose names shall appear in the Register of Members on the Record Date - 05.10.2015, 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 and the said shares be firstly got listed & traded at CSE and later-on at DSE/BSE/MCX/etc. after making due & proper compliances.

The matter was placed, explained, discussed and unanimously it was:

“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 Disclosures Requirement) 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., subject to 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.

TRUE COPY



Director/Authorised Signatory

Rucha Agrawal

For P R HOLDINGS LTD.

P R HOLDINGS LIMITED

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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 New Equity Shares without being required to seek any further approval/sanctions for the purpose of these acts & deeds."

ITEM NO. - 10 : ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

The chairman apprised that for the purpose of funding expansion, diversification, working capital, general corporate purposes, etc. it require funds & needs to issue the Equity shares of the Company on preferential offer / allotment basis. A copy of the BSE guidelines was placed, contents were read out and explained which contains that for Listing of the Equity Shares at the trading platform of BSE, the Paid-up Capital and Net Worth needs to be atleast Rs. One Crore and Rs. Three Crores respectively, and accordingly it was suggested/ advised that the Company must get it shares listed at BSE in addition to CSE & DSE by way of increasing the Paid-up Capital from Rs. 24.50 Lacs.

A draft copy of the NOTICE was placed, pursued, discussed, explained and taken on record. The contents of the Notice and matters/issues related thereto were discussed and it was principally approved to increase the Paid-up Capital, and the Authorized Capital be increased suitably as may be decided, by way of Preferential Allotment basis to Non-Promoters, and the said shares be firstly got listed & traded at CSE and later-on at BSE/MCX/etc. after making due & proper compliances.

The matter was placed, explained, discussed and unanimously it was: **"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

TRUE COPY



FOR P R HOLDINGS LTD.

Director/Authorised Signatory

Rucha Sharma

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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) (As per Annexure).

RESOLVED FURTHER THAT:

- i. **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.
- ii. The Equity Shares allotted in terms of this resolution shall rank **part-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 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 Exchange (CSE) and/or such other appropriate Authority(ies) as may impose at the time of their approval and as agreed to by the Board/authorized 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 authorized 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 liaisoning with the RTA, Depositories, DSE, CSE, 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 authorized 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."

Dated : 12.08.2015
Place : New Delhi

TRUE COPY
CERTIFIED TRUE COPY



For P R HOLDINGS LTD.
Rishi Aggarwal
Director/Authorised Signatory

CHAIRMAN

P R HOLDINGS LIMITED

Regd. Office : Girish Chandra Bardalal Path, Bamunimaidan, Guwahati, Assam - 781021
Corp. Office: 2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057
Tel: 011-26145816 Fax: 011-26143394 Website: www.prholding.in Email: prholding1983@gmail.com
CIN: L27310AS1983PLC007154

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF P R HOLDINGS LIMITED AT 32ND ANNUAL GENERAL MEETING HELD ON SATURDAY, 26TH DAY OF SEPTEMBER, 2015 AT 10:00 A.M. AT ITS REGISTERED OFFICE AT GIRISH CHANDRA BARDALAL PATH, BAMUNIMADAN, GUWAHATI, ASSAM - 781021.

ITEM NO. - 10:

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

The matter as placed, explained, discussed and unanimously it was:

"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) (As per Annexure).

RESOLVED FURTHER THAT:

- i. **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) as fixed at 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, is taken on record
- ii. 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 approval of the Company in a General

For P R HOLDINGS LTD.

Rishi Aggarwal
Director/Authorised Signatory



TRUE COPY

P R HOLDINGS LIMITED

Regd. Office : Girish Chandra Bardalai Path, Barmunimaidan, Guwahati, Assam - 781021
Corp. Office: 2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057
Tel: 011-26145816 Fax: 011-26143394 Website: www.prholding.in Email: prholding1983@gmail.com
CIN: L27310AS1983PLC007154

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/authorized 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 authorized 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 liaisoning 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 authorized 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."

CERTIFIED TRUE COPY

TRUE COPY

For P R HOLDINGS LTD.

For P R HOLDINGS LTD.

Director/Authorised Signatory
Richa Agarwal

Richa Agarwal
Whole Time Director & C.F.O.
DIN: 07223813



Place: New Delhi
Date: 26.09.2015

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	AANH8127R	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	ADVPPJ6323K	20000	2.00	B-29, VANDANA APPTS, SECTOR-13, ROHINI, DELHI - 110085
5	ANSHUL JAIN	AEVPPJ4322F	21000	2.10	4/1123, MOHALA CHARAHAT, JAMA MASJID, DELHI- 110006
6	DEEPAK GOEL	AFYPG1033Q	20000	2.00	B-29, VANDANA APPTS, SECTOR-13, ROHINI, DELHI - 110085
7	DEEPAK MALHOTRA	AIVPM6140L	10000	1.00	C-72, RAJ NAGAR, PITAM PURA, DELHI - 110034
8	DEVENDER AGGARWAL (HUF)	AAAHDI729F	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	AAPPK9949H	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 KARISHMA APPTS, 27 I.P. EXTN., PATPARGANJ, DELHI - 110092
15	KARAN SETHI	APLPS8896N	10000	1.00	A-242, DERAWALA NAGAR, DELHI - 110009
16	MAMRAJ AGARWAL	AAFP1004P	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



Director/Authorised Signatory

Rudra Aggarwal

For P R HOLDINGS LTD.



Director/Authorised Signatory

Kulda Aggarwal

P R HOLDINGS LTD.

P R HOLDINGS LTD. LIST OF PROPOSED ALLOTTEE(S) [NON-PROMOTER CATEGORY]

		TOTAL =	1000000	100.00
22	MEENAKSHI MALHOTRA	AEFFC9718Q	5000	0.50
23	MILAN KUMAR AGGARWAL	AADPA8972A	25000	2.50
24	MILAN KUMAR AGGARWAL HUF	AALHM3706J	25000	2.50
25	NIKHIL AGGARWAL	ADSPA2052P	25000	2.50
26	NIKUNJ AGGARWAL	ADQPA7490P	25000	2.50
27	NIKUNJ AGGARWAL HUF	AAFHN9398K	25000	2.50
28	PARUL AGGARWAL	AJPPS9708G	25000	2.50
29	PARUL AGGARWAL	AMLPG6232D	25000	2.50
30	PRADEEP PATIL	BAIPP4632G	20000	2.00
31	PRANJAL PRADEEP PATIL	BCIPP8050N	20000	2.00
32	PRAVEEN GUPTA	AAHPG1027E	25000	2.50
33	PULKIT KALIA	CMWPK7678A	25000	2.50
34	RAKESH KUMAR	AKBPK020IG	10000	1.00
35	RAM KUMAR SONI	BCSPS1696D	10000	1.00
36	RAVINDER AGGARWAL HUF	AAHR3331P	25000	2.50
37	SAKSHI SETHI	AFBPG3974R	10000	1.00
38	SATISH SETHI	AZZPS2072G	10000	1.00
39	SATPAL SINGH HUF	AAOHS5977A	9000	0.90
40	SAURABH JAIN	ACWPJ4788L	20000	2.00
41	SHASHI BALA AGGARWAL	AAHPA7304A	25000	2.50
42	URMITA AGGARWAL	AAGPA8237K	25000	2.50
43	VANDANA AGGARWAL	AAGPG0943G	25000	2.50
44	VEENA GUPTA	AGIPG0604L	10000	1.00
45	ZAINY SETHI	ACSPS5022J	10000	1.00

C-72, RAJ NAGAR, PITAM PURA, DELHI - 110034

HARYANA - 122001

B-74, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

B-74, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

G-85, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

G-85, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

G-85, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

B-74, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

B-74, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

G-85, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

DELHI - 110060

4-B/38, SF, OLD RAJINDER NAGAR, NEW

DELHI - 110060

4-B/38, SF, OLD RAJINDER NAGAR, NEW

DELHI - 110060

4-B/38, SF, OLD RAJINDER NAGAR, NEW

NEW DELHI - 110005

61/19, SF, RAMJAS ROAD, KAROL BAGH,

NEW DELHI - 110005

AG-239, GF, SHALIMAR BAGH, DELHI -

110088

HARYANA - 122001

B-74, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

A-242, DERAWALA NAGAR, DELHI -

110009

A-242, DERAWALA NAGAR, DELHI -

110009

B-1/365, JANAK PURI, NEW DELHI -

110058

B-3, PRAASHANT VIHAR, DELHI

HARYANA - 122001

B-74, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

G-85, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

B-74, SOUTH CITY - 1, GURGAON,

HARYANA - 122001

61/19, SF, RAMJAS ROAD, KAROL BAGH,

NEW DELHI - 110005

A-242, DERAWALA NAGAR, DELHI -

110009



Director/Authorised Signatory



For P R HOLDINGS LTD.

TRUE COPY

We State and Certify that, as there is no Trading in the Shares / Scrip on Calcutta Stock Exchange Limited and Delhi Stock Exchange Limited for want of Trading Platform and in the absence of market price of the share, Issue price would be determined on the basis of clause (e) of sub Regulation (2) of Regulation 8 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and as per Regulation 76 of SEBI (ICDR) 2009 as amended on August 25, 2014.

On the basis of above information, we further state that the Issue price of Rs. 20/- (Rs. Twenty only) per Equity Share is justified, being Rs. 10/- towards Share Capital and Rs. 10/- towards Share Premium account, amounting in total to Rs. 20/-, proposed to be issued on preferential allotment basis to non-promoters.

(i)	Book Value (after Proposed Bonus Issue) (in Rs.)	17.36
b.	Other Parameters Based on	
a.	Highest Price paid to the issuer for acquisition, if any, including by way of allotment in a public or rights issue or Preferential Issue or any kind of issue, during the 26 weeks prior to the current date	Not Applicable

Particulars	Period from 01.04.2015 to ONWARDS	Year ended 31.03.2015 (Audited)	Year ended 31.03.2014 (Audited)
Paid-Up Share Capital	24,50,000	24,50,000	24,50,000
PROPOSED BONUS ISSUE in the ratio of 3 for 1	73,50,000	---	---
Capital after PROPOSED BONUS ISSUE	98,00,000	---	---
Add: Reserve and Surplus /	72,13,650	1,45,63,650	1,43,92,460
Net Worth	1,70,13,650	1,70,13,650	1,68,42,460
No. of Shares	980,000	245,000	245,000
Book Value per Share	17.36	69.44	68.74

TO WHOM SO EVER IT MAY CONCERN

We, K. BHANSALI & CO., Chartered Accountants, FRN - 322434E, as Statutory Auditors of "P R HOLDINGS LIMITED" [CIN: L27310AS1983PLC007154] having its Registered Office at Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam - 781021 and its Corp. Office at 2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057, and have checked, verified & reviewed the financial details of the Company and Certify as under:

26/4, Armenian Street,
Kolkata - 700 001.

K. BHANSALI & CO.
Chartered Accountants

We further Certify that the Company is in compliance of Regulation 76 of SEBI (ICDR) 2009 as amended on August 25, 2014 with regard to pricing of equity shares which are infrequently traded.

For K. BHANSALI & CO.

Chartered Accountants

FRN - 32434E


Proprietor

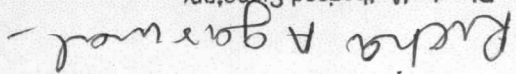
CA. K. S. BHANSALI

M. No. 011716

TRUE COPY

For P R HOLDINGS LTD.

Director/Authorised Signatory





Date : 27th August, 2015
Place : 26/4, Armenian Street,
Kolkata-700001

The Board of Directors
P R HOLDINGS LIMITED

Regd. Office: Girish Chandra, Bardalai Path,

Bamunimaidan, Guwahati, Assam

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

SUBJECT : CONSENT LETTER

Dear Sir,

It has reference to the Preferential Issue of your Company "P R Holdings Limited" @ Rs. 10/- each towards "Share Capital Account" and Rs. 10/- each towards "Share Premium Account" amounting in total to Rs. 20/- (Rupees Twenty) per share OR at such price being not less than the price determined in accordance with Chapter VII of Securities and Exchange Board of India (ICDR) Regulations, 2009 OR in any other manner prescribed under the rules and regulations framed under the SEBI Act, 1992 and in this regard,

I/we hereby give my/our Consent that-

1. I/we intend to subscribe 25000 shares equity shares out of the total number of Equity shares to be Allotted on Preferential basis.
2. I/we am/are aware of the fact that these shares have ONE year Lock-in period from the date of Trading Approval(s) and Shares will be delivered to DEMAT A/c only.
3. I/we further declare and confirm that I/we have not SOLD any shares in preceding SIX months. and/or I/we never held any share in the company.
4. I/we understand & undertake NOT to Withdraw this Consent/ Application / Cheque Payment once submitted and further Consent to accept higher/lower number of shares as may be Allotted to and also Undertake to sign & execute any other papers/documents as may be further required.

Signature

Name of Applicant	PULKIT KALIA
PAN	CMWPK7678A
Father/Husband's Name	Mt. AJAY KUMAR KALIA
Address	203 KARISHMA APPTS, 27 I.P. EXTN., PATPARGANJ, DELHI - 110092
Telephone No.s	
Mobile No.s	8527116770
E-mail Id	

Enclosures:

1. self-attested true copies of Voter / Aadhar & PAN Card / ITR
2. DEMAT : Client Master List

For P R HOLDINGS LTD.

Rida Agarwal
Director/Authorised Signatory



P R HOLDINGS LIMITED

Regd. Office : Girish Chandra Bardalai Path, Bammunimaidan, Guwahati, Assam - 781021
Corp. Office: 2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057
Tel: 011-26145816 Fax: 011-26143394 Website: www.prholding.in Email: prholding1983@gmail.com
CIN: L27310AS1983PLC007154

SHARE APPLICATION FORM

(For Preferential Issue Pursuant To Section 62 of Companies Act, 2013)

Application No.: _____

The Board of Directors
P R HOLDINGS LIMITED
Girish Chandra, Bardalai Path
Bammunimaidan, Guwahati, Assam

Sub : APPLICATION OF EQUITY SHARES OFFERED THROUGH PREFERENTIAL ISSUE

Dear Sir/Madam,

On the basis of Company's Offer, I/We hereby apply to you for the Allotment of 25000 Equity Shares on Preferential basis and the Amount payable on Application as shown below is being hereby remitted. Further I/We hereby Undertake that balance amount will be calculated after the calculation of Offer price as per applicable SEBI guidelines and Undertake to pay the balance.

I/we hereby agree to accept the Equity shares applied for or such higher/lower number of Equity Shares as may be Allotted and Undertake to Sign all other documents and to do all such other acts, if any necessary on my/our part to enable me/us to be registered as holder(s) of the Equity Shares that may be allotted to me/us. On Allotment, please place my/our Name on the Register of Shareholder(s) and credit the said shares directly in Demat account. I/We note that the Board of Directors are entitled in their absolute discretion to accept or reject the application in whole or in part without assigning any Reasons whatsoever.

✓ Cheque favouring : -
" P R HOLDINGS LIMITED - PREF ISSUE "

Name of First Applicant	
Type of Applicant { Individual/ Company/ HUF/ Trust/ Society/ Institution/ Mutual Fund}	
Beneficial Owners - Karta, Director, Trustees, Promoter, etc	
Joint Applicant's Name	
Father's / Husband's Name	
Address	
PAN, First Applicant	
PAN, Second Applicant	
DEMAT - Depository ID	
DEMAT - Client ID	



For P R HOLDINGS LTD.

P R Aggarwal
Director/Authorised Signatory

P R HOLDINGS LIMITED

Regd. Office : Girish Chandra Bardalai Path, Bammumaidan, Guwahati, Assam - 781021
 Corp. Office: 2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057
 Tel: 011-26145816 Fax: 011-26143394 Website: www.prlholding.in Email: prholding1983@gmail.com
 CIN: L27310AS1983PLC007154

Amount Paid (in words)	
Amount Paid (in figure)	
Cheque/ Demand Draft drawn on	
Cheque No./ DD No./ RTGS Code	
Date of Remittance	
Drawn on	
(Name of Bank and Branch)	
Number of Shares Applied for	(in words)
Number of Shares Applied for	(in figures)

Declaration:-

1. I/We hereby Confirm that the above mentioned information is True to my knowledge and I have not concealed any material fact during filling the above information.
2. I/We also Confirm that I/We have NOT been Debarred by any other Authority in purchase / sale / dealing with Securities of any Company and also NOT on defaulter/ caution list of RBI.
3. I/We also Confirm that I/We have not been Debarred from acting / dealing / purchase & sale in Capital Market by SEBI or any other Authority.
4. Presently, I/We also Confirm that I/We have not held any equity shares in this Company OR Holding NIL Shares.
5. I/We also Confirm that I/We have not SOLD equity shares of P R Holdings Limited during the period of last SIX months.
6. I/We also Confirm that in case of Re-computation of issue price, if any amount becomes as payable by me, then I/We Promise to pay the required amount to the company.
7. I/We also aware that shares allotted in the preferential issue will be kept under Lock-in for a period of ONE year from the date of Trading approvals.
8. I/We assure to keep / maintain the above mentioned Demat Account ACTIVE.

Signature
(First Applicant)

Signature
(Second Applicant)



Signature
(First Applicant)

Signature
(Second Applicant)

For P R HOLDINGS LTD.
 Richa Agarwal
 Director/Authorised Signatory