

Scrutinizer(s) Report

To
The chairman
P R Holdings Limited
Girish Chandra Baradalai Path,
Bamunimaidan, Guwahati, Assam.

Dear Sir,

We, B. Bhushan & Co. (Company Secretaries) appointed as Scrutinizer(s) for the purpose of the e-voting and poll taken on the below mentioned resolution(s), at the 32nd Annual General Meeting of the Equity Shareholders of **P R Holdings Limited**, (CIN:- **L27310AS1983PLC007154**) having its Registered office at Girish Chandra Baradalai Path, Bamuniamaidan, Guwahati, Assam, held on 26TH Septemner 2015 at Girish Chandra Baradalai Path, Bamunimaidan, Guwahati, Asssam, submit our report as under:-

1. The company has informed that, on the basis of Register of Members and List of Beneficial owners made available by the Depositories viz.: NSDL/CDSL the company completes the dispatch of Notice of AGM :-
 - By Registered post/courier/speed post in physical form to the members on 20/08/2015.
2. The voting rights were reckoned as on 19th September 2015 being the cut-off date for the purpose of deciding the entitlement of the members at e-voting and voting at the AGM.
3. The company has appointed NSDL as the agency to provide the e-voting platform.
4. E-voting platform was open from 9.00 am on Wednesday, 23RD September 2015 to 5.00 p.m., Friday, 25th September, 2015.
5. As prescribed under the companies act and Rules framed thereunder, the scrutinizer shall have access after closure of period of e-voting and before the start of AGM, to only such details relating to the members who have cast their vote, such as their Names, Folio. No. , number of shares held, but not the manner in which they cast their vote. And accordingly the NSDL had provided the same to us.
6. On completion of the meeting, NSDL provide us the details of the e-voting results with the list of members who have cast their vote electronically with their shareholding details and details on vote on each resolution.
7. We unblocked the e-voting results in the presence of Mr. Mohit Kumar and Mr. Sada shiv Dass and download the results.



8. After the time fixed for closing of the poll by the Chairman, All (2) ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
9. Locked ballot boxes were subsequently opened in our presence and in the presence of the chairman of the company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
10. We did not find any poll papers invalid.
11. The result of the E-voting and Poll is as under:

Resolution:-

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, Directors thereon.

a) Voted in favour of the Resolution

	Number of Members present and voting ((in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	59	50350	25.38
Poll	14	148000	74.62
Total	73	198350	100

b) Voted against the Resolution:-

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

c) Invalid votes

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



*(Based on the aforesaid result, resolution as contained in Item no.1 in the Notice dated 12/08/2015 has been passed with the Requisite Majority).

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.

a) Voted in favour of the Resolution

	Number of Members present and voting ((in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	59	50350	25.38
Poll	14	148000	74.62
Total	73	198350	100

b) Voted against the Resolution:-

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

c) Invalid votes

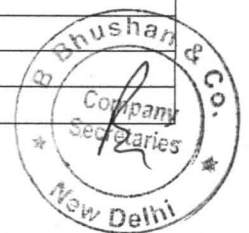
	Number of Members ((in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0

*(Based on the aforesaid result, resolution as contained in Item no.2 in the Notice dated 12/08/2015 has been passed with the Requisite Majority).

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.

a) Voted in favour of the Resolution

	Number of Members present and voting ((in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	59	50350	25.38
Poll	14	148000	74.62
Total	73	198350	100



b) Voted against the Resolution:-

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

c) Invalid votes

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

*(Based on the aforesaid result, resolution as contained in Item no.3 in the Notice dated 12/08/2015 has been passed with the Requisite Majority).

ITEM NO. - 4: To confirm appointment of Mrs. Richa Agarwal (DIN: 07223813) as Whole Time Director & Chief Financial Officer.

a) Voted in favour of the Resolution

	Number of Members present and voting ((in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	59	50350	25.38
Poll	14	148000	74.62
Total	73	198350	100

b) Voted against the Resolution:-

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

c) Invalid votes

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



*(Based on the aforesaid result, resolution as contained in Item no.4 in the Notice dated 12/08/2015 has been passed with the Requisite Majority).

ITEM NO. – 5: To confirm appointment of Ms. Meena Aggarwal (DIN: 07153996) as Independent Director.

a) Voted in favour of the Resolution

	Number of Members present and voting ((in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	59	50350	25.38
Poll	14	148000	74.62
Total	73	198350	100

b) Voted against the Resolution:-

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

c) Invalid votes

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

*(Based on the aforesaid result, resolution as contained in Item no.5 in the Notice dated 12/08/2015 has been passed with the Requisite Majority).

ITEM NO. – 6: To confirm appointment of Mr. Raman Mittal (DIN: 06877244) as Independent Director

a) Voted in favour of the Resolution

	Number of Members present and voting ((in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	59	50350	25.38
Poll	14	148000	74.62
Total	73	198350	100



b) Voted against the Resolution:-

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

c) Invalid votes

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

*(Based on the aforesaid result, resolution as contained in Item no.6 in the Notice dated 12/08/2015 has been passed with the Requisite Majority).

ITEM NO. – 7: Increase in Authorised Capital

a) Voted in favour of the Resolution

	Number of Members present and voting ((in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	59	50350	25.38
Poll	14	148000	74.62
Total	73	198350	100

b) Voted against the Resolution:-

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

c) Invalid votes

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



*(Based on the aforesaid result, resolution as contained in Item no.7 in the Notice dated 12/08/2015 has been passed with the Requisite Majority).

ITEM NO. - 8: To adopt new set of Regulations / Articles of Association

a) Voted in favour of the Resolution

	Number of Members present and voting ((in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	59	50350	25.38
Poll	14	148000	74.62
Total	73	198350	100

b) Voted against the Resolution:-

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

c) Invalid votes

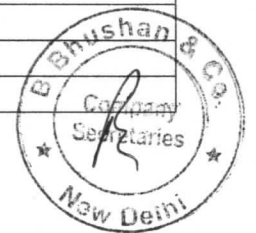
	Number of Members ((in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-voting	0	0
Poll	0	0
Total	0	0

*(Based on the aforesaid result, resolution as contained in Item no.8 in the Notice dated 12/08/2015 has been passed with the Requisite Majority).

ITEM NO. - 9: Issue of Bonus Equity Shares

a) Voted in favour of the Resolution

	Number of Members present and voting ((in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	59	50350	25.38
Poll	14	148000	74.62
Total	73	198350	100



b) Voted against the Resolution:-

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

c) Invalid votes

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

***(Based on the aforesaid result, resolution as contained in Item no.9 in the Notice dated 12/08/2015 has been passed with the Requisite Majority).**

ITEM NO. – 10: Issue of Equity Shares on Preferential Basis.

a) Voted in favour of the Resolution

	Number of Members present and voting ((in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	59	50350	25.38
Poll	14	148000	74.62
Total	73	198350	100

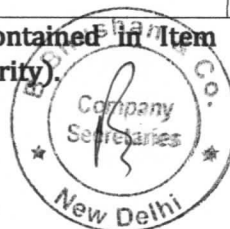
b) Voted against the Resolution:-

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

c) Invalid votes

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

***(Based on the aforesaid result, resolution as contained in Item no.10 in the Notice dated 12/08/2015 has been passed with the Requisite Majority).**



B. Bhushan & Co.
Company Secretaries

12. A PDF file containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is provided to the DIRECTOR/CHAIRMAN of the company for their record and references.
13. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully

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



Bharat Bhushan

(Bharat Bhushan)

COP:- 14469

M.No.:- 31951

Dated :-26.09.2015
Place :- New Delhi