

26th September, 2024

## National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Fax: 022-26598237/38 **BSE Limited** 

Corporate Relationship Department 1<sup>st</sup> Floor, New Trading Ring, PJ Towers, Dalal Street, Fort, Mumbai - 400 001 Fax: 022-22723121/1278

Company Code: PVRINOX / 532689

# Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir,

We are pleased to inform that 29<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 26, 2024 at 11:00 a.m. (IST) by way of Video Conferencing/ Other Audio Visual Means ("VC/OAVM").

In terms of provisions of Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting results in **Annexure** "**A**" is attached in respect of the resolutions approved by the Members of the Company with requisite majority.

Copy of the report of the scrutinizer is enclosed for your ready reference.

This is for your information and to all concerned.

Thanking You.

For PVR INOX Limited

Mukesh Kumar SVP Company Secretary & Compliance Officer

Encl: A/a

DECLARATION OF VOTING RESULTS OF REMOTE E-VOTING AND E-VOTING BY MEMBERS DURING THE 29<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF PVR INOX LIMITED (FORMERLY KNOWN AS PVR LIMITED) HELD ON THURSDAY, SEPTEMBER 26, 2024 AT 11:00 A.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM') PURSUANT TO REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

SL. NO	DESCRIP	TION		PARTICULARS				
Α	Date of AGM			Septem	ber 26, 20	)24		
В	Total Number of sha record date (September 19, 2023		1	242686				
С	No of shareholders meeting either in pe proxy	_		138				
	SHAREHOLDERS	SHAREHOLDERS PRESENT PR IN THI PERSON P				SHARES HELD BY THEM	% TO CAPITAL	
	Promoter and Promoter Group	8	0		8	2,69,95,076	27.4917	
	Public	130	0		130	1,35,359	0.1378	
	Total	138	0		138	2,71,30,435	27.6295	
D	No. of shareholder meeting through Vid			138				

## **DETAILS OF RESOLUTION PASSED**

S.NO	Resolution	Ordinary / Special	Mode of Voting
1	To consider and adopt: (a) the audited standalone financial statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2024, the report of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2024 and the report of Auditors thereon.	Resolution Ordinary Resolution	Remote E-Voting and E-voting at the AGM (Instapoll)
2	To appoint a Director in place of Mr. Ajay Kumar Bijli (DIN 00531142) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution	Remote E- Voting and E- voting at the AGM (Instapoll)
3	To appoint a Director in place of Mr. Siddharth Jain (DIN 00030202) who retires		Remote E-Voting and

	by rotation and being eligible offers himself		E-voting at the
	for re-appointment.		AGM (Instapoll)
4	To consider and approve payment of	Ordinary	Remote
	remuneration for Financial Year 2023-24	Resolution	E-Voting and
	to Mr. Sanjai Vohra, a Non-Executive		E-voting at the
	Independent Director (term expired w.e.f.		AGM (Instapoll)
	24th July, 2024) of the Company.		,
5	To consider and approve payment of	Ordinary	Remote
	remuneration for Financial Year 2023-24	Resolution	E-Voting and
	to Ms. Pallavi Shardul Shroff, a Non-		E-voting at the
	Executive Independent Director of the		AGM (Instapoll)
	Company.		
6	To consider and approve payment of	Ordinary	Remote
	remuneration for Financial Year 2023-24	Resolution	E-Voting and
	to Mr. Haigreve Khaitan, a Non-Executive		E-voting at the
	Independent Director (term expired w.e.f.		AGM (Instapoll)
	09th February, 2024) of the Company.		
7	To consider and approve payment of	Ordinary	Remote
	remuneration for Financial Year 2023-24	Resolution	E-Voting and
	to Mr. Amit Jatia, a Non-Executive		E-voting at the
	Independent Director (term expired w.e.f.		AGM (Instapoll)
	09th February, 2024) of the Company.		
8	To consider and approve payment of	Ordinary	Remote
	remuneration for Financial Year 2023-24	Resolution	E-Voting and
	to Mr. Vishesh Chander Chandiok, a Non-		E-voting at the
	Executive Independent Director of the		AGM (Instapoll)
	Company.		
9	To consider and approve the appointment	Special	Remote
	of Ms. Deepa Misra Harris (DIN: 00064912)	Resolution	E-Voting and
	as an Independent Director on the Board of		E-voting at the
	the Company.		AGM (Instapoll)

## **AGENDA WISE VOTING RESULT**

Agenda No. 1: To consider and adopt: (a) the audited standalone financial statements of the Company for the Financial Year ended 31st March 2024, the report of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the Financial Year ended 31st March 2024 and the report of Auditors thereon.

Resolution required	Ordinary R	esolution						
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting*		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and	Postal Ballot (if	2,69,95,076		0.000			0.000	0.000
Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
	E-Voting*	-	5,35,38,648	90.3881	5,35,38,648	0	100.0000	0.0000
	Poll Postal Ballot (if	5,92,31,985	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,35,38,648	90.3881	5,35,38,648	0	100.0000	0.0000
	E-Voting*		1,98,884	1.6620	1,98,495	389	99.8044	0.1955
	Poll	1	24	0.0002	18	6	75.0000	25.0000
Public- Non	Postal Ballot (if	1,19,66,235						
Institutions	`		0	0.0000	0	0	0.0000	0.0000
institutions	applicable) <b>Total</b>		1,98,908	1.6622	1,98,513	395	99.8014	0.1986
		0.91.02.206	, ,					
	Total	9,81,93,296	8,07,32,632	82.2181	8,07,32,237	395	99.9995	0.0005

<sup>\*</sup>E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).

Agenda No. 2: To appoint a Director in place of Mr. Ajay Kumar Bijli (DIN 00531142) who retires by rotation and being eligible offers himself for re-appointment.:

Resolution required	Ordinary R	esolution						
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting*		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,69,95,076	0	0.0000	0	0	0.0000	0.0000
	Total		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Public- Institutions	E-Voting* Poll		5,57,80,552	94.1730 0.0000	5,07,98,404	49,82,148	91.0683 0.0000	8.9316 0.0000
	Postal Ballot (if applicable)	5,92,31,985	0	0.0000	0	0	0.0000	0.0000
	Total		5,57,80,552	94.1730	5,07,98,404	49,82,148	91.0683	8.9317
Public- Non	E-Voting*		1,98,875	1.6620	1,97,822	1,053	99.4705	0.5294
Institutions	Poll		24	0.0002	24	0	100.0000	0.0000
	Postal Ballot (if applicable)	1,19,66,235	0	0.0000	0	0	0.0000	0.0000
	Total		1,98,899	1.6622	1,97,846	1,053	99.4706	0.5294
	Total	9,81,93,296	8,29,74,527	84.5012	7,79,91,326	49,83,201	93.9943	6.0057

<sup>\*</sup>E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).

Agenda No. 3: To appoint a Director in place of Mr. Siddharth Jain (DIN 00030202) who retires by rotation and being eligible offers himself for re-appointment.:

Resolution required	Ordinary R	esolution						
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting*		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,69,95,076	0	0.0000	0	0	0.0000	0.0000
	Total		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Public- Institutions	E-Voting*		5,57,80,552	94.1730	5,05,50,856	52,29,696	90.6245	9.3754
	Poll	]	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	5,92,31,985	0	0.0000	0	0	0.0000	0.0000
	Total		5,57,80,552	94.173	5,05,50,856	52,29,696	90.6245	9.3755
Public- Non	E-Voting*		1,98,875	1.6620	1,98,042	833	99.5811	0.4188
Institutions	Poll		24	0.0002	24	0	100.0000	0.0000
	Postal Ballot (if	1,19,66,235	^	0.0000	^	^	0.0000	0.0000
	applicable) Total		0	0.0000	0	0	0.0000	0.0000
	Total	0.01.00.005	1,98,899	1.6622	1,98,066	833	99.5812	0.4188
	Total	9,81,93,296	8,29,74,527	84.5012	7,77,43,998	52,30,529	93.6962	6.3038

<sup>\*</sup>E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).

Agenda No. 4: To consider and approve payment of remuneration for Financial Year 2023-24 to Mr. Sanjai Vohra, a Non-Executive Independent Director (term expired w.e.f. 24th July, 2024) of the Company.:

Resolution required	Ordinary R	esolution						
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	shares (3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting*		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,69,95,076	0	0.0000	0	0	0.0000	0.0000
	Total		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
<b>Public- Institutions</b>	E-Voting*		5,57,80,552	94.1730	5,57,80,552	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	5,92,31,985	0	0.0000	0	0	0.0000	0.0000
	applicable) <b>Total</b>		5,57,80,552	94.173		0	100.0000	0.0000
Public- Non	E-Voting*		1,98,833	1.6616	5,57,80,552 1,97,426	1,407	99.2923	0.7076
Institutions	Poll		1,96,633	0.0002	1,97,420	1,407	100.0000	0.0000
	Postal Ballot (if	1,19,66,235	24	0.0002	27	0	100.0000	0.0000
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,98,857	1.6618	1,97,450	1,407	99.2925	0.7075
	Total	9,81,93,296	8,29,74,485	84.5012	8,29,73,078	1,407	99.9983	0.0017

<sup>\*</sup>E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).

Agenda No. 5: To consider and approve payment of remuneration for Financial Year 2023-24 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company.:

Resolution required	Ordinary R	esolution						
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting*		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,69,95,076	0	0.0000	0	0	0.0000	0.0000
	Total		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Public- Institutions	E-Voting* Poll Postal Ballot (if	5,92,31,985	5,57,80,552	94.1730 0.0000	4,00,50,910	1,57,29,642	71.8008	28.1991 0.0000
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,57,80,552	94.173	4,00,50,910	1,57,29,642	71.8008	28.1992
Public- Non	E-Voting*		1,98,833	1.6616	1,97,220	1,613	99.1887	0.8112
Institutions	Pol1		24	0.0002	24	0	100.0000	0.0000
	Postal Ballot (if applicable)	1,19,66,235	0	0.0000	0	0	0.0000	0.0000
	Total		1,98,857	1.6618	1,97,244	1,613	99.1889	0.8111
	Total	9,81,93,296	8,29,74,485	84.5012		1,57,31,255	81.0409	18.9591

<sup>\*</sup>E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).

Agenda No. 6: To consider and approve payment of remuneration for Financial Year 2023-24 to Mr. Haigreve Khaitan, a Non-Executive Independent Director (term expired w.e.f. 09th February, 2024) of the Company.:

Resolution required	Ordinary R	esolution						
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting*		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,69,95,076	0	0.0000	0	0	0.0000	0.0000
	Total		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Public- Institutions	E-Voting*		5,57,80,552	94.1730	5,04,78,642	53,01,910	90.4950	9.5049
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	5,92,31,985	0	0.0000	0	0	0.0000	0.0000
	Total		5,57,80,552	94.173	5,04,78,642	53,01,910	90.4951	9.5049
Public- Non	E-Voting*		1,98,833	1.6616	1,97,392	1,441	99.2752	0.7247
Institutions	Poll		24	0.0002	24	0	100.0000	0.0000
	Postal Ballot (if applicable)	1,19,66,235	0	0.0000	0	0	0.0000	0.0000
	Total		1,98,857	1.6618	1,97,416	1,441	99.2754	0.7246
	Total	9,81,93,296	8,29,74,485	84.5012	7,76,71,134	53,03,351	93.6085	6.3915

<sup>\*</sup>E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).

Agenda No. 7: To consider and approve payment of remuneration for Financial Year 2023-24 to Mr. Amit Jatia, a Non-Executive Independent Director (term expired w.e.f. 09th February, 2024) of the Company.:

Resolution required	Ordinary R	esolution						
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting*		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
	Postal Ballot (if applicable)	2,69,95,076	0	0.0000	0	0	0.0000	0.0000
	Total		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Public- Institutions	E-Voting* Poll Postal Ballot (if applicable)	5,92,31,985	5,57,80,552 0 0	94.1730 0.0000 0.0000	5,43,79,509	14,01,043	97.4882 0.0000 0.0000	2.5117 0.0000 0.0000
	Total		5,57,80,552	94.173	5,43,79,509	14,01,043	97.4883	2.5117
Public- Non Institutions	E-Voting* Poll	1 10 66 025	1,98,832	1.6616 0.0002	1,97,391 24	1,441	99.2752 100.0000	0.7247 0.0000
	Postal Ballot (if applicable) Total Total	1,19,66,235	1,98,856	0.0000 1.6618	1,97,415	1,441	0.0000 99.2754	0.0000 0.7246
	IUtai	9,81,93,296	8,29,74,484	84.5012	, , ,	14,02,484	98.3097	1.6903

<sup>\*</sup>E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).

Agenda No. 8: To consider and approve payment of remuneration for Financial Year 2023-24 to Mr. Vishesh Chander Chandiok, a Non-Executive Independent Director of the Company.:

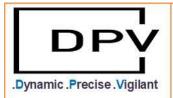
Resolution	Ordinary R	esolution						
required								
Whether	No							
promoter/Promoter								
group are								
interested in the								
agenda/resolution? Category	Mode of	No. of	No. of votes	% of Votes	No. of Votes	No. of	% of Votes in	% of Votes
Category	Voting	shares held	polled	Polled on	- in favour	Votes –	favour on votes	against on
	Voting	Shares held	policu	outstanding	- III Iavoui	against	polled	votes polled
		(1)	(2)	shares	(4)	agazzot	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
				(3)=[(2)/(1)]* 100	( )	(5)		( ) Kan ( )
Promoter and	E-Voting*		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	2,69,95,076						
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
<b>Public- Institutions</b>	E-Voting*		5,57,80,552	94.1730	5,43,72,012	14,08,540	97.4748	2.5251
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	5,92,31,985						
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,57,80,552	94.1730	5,43,72,012	14,08,540	97.4749	2.5251
Public- Non	E-Voting*		1,98,833	1.6616	1,97,295	1,538	99.2264	0.7735
Institutions	Poll		24	0.0002	24	0	100.0000	0.0000
	Postal Ballot (if	1,19,66,235						
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,98,857	1.6618	1,97,319	1,538	99.2266	0.7734
	Total	9,81,93,296	8,29,74,485	84.5012	8,15,64,407	14,10,078	98.3006	1.6994

<sup>\*</sup>E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).

Agenda No. 9: To consider and approve the appointment of Ms. Deepa Misra Harris (DIN: 00064912) as an Independent Director on the Board of the Company.:

Resolution required	Special Res	solution						
Whether promoter/Promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting*		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,69,95,076	0	0.0000	0	0	0.0000	0.0000
	Total		2,69,95,076	100.0000	2,69,95,076	0	100.0000	0.0000
Public- Institutions	E-Voting* Poll	5,92,31,985	5,57,80,552	94.1730 0.0000	4,49,07,176	1,08,73,376	80.5068 0.0000	19.4931 0.0000
	Postal Ballot (if applicable)	3,92,31,903	0	0.0000	0	0	0.0000	0.0000
	Total		5,57,80,552	94.173	4,49,07,176	1,08,73,376	80.5069	19.4931
Public- Non	E-Voting*		1,98,833	1.6616	1,97,729	1,104	99.4447	0.5552
Institutions	Poll	1 10 66 005	24	0.0002	24	0	100.0000	0.0000
	Postal Ballot (if applicable) Total	1,19,66,235	0	0.0000	0	0	0.0000	0.0000
		0.01.00.005	1,98,857	1.6618	1,97,753	1,104	99.4448	0.5552
	Total	9,81,93,296	8,29,74,485	84.5012		1,08,74,480	86.8942	13.1058

<sup>\*</sup>E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



## **DPV & ASSOCIATES LLP**

## COMPANY SECRETARIES, LLPIN: AAV-8350

Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 / Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010

E-mail: dpv@dpvassociates.com / devesh@dpvassociates.com

#### **Consolidated Scrutinizer's Report**

Pursuant to Section 108 of the Companies Act, 2013 ('the Act') and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules')

To,
The Chairman
PVR INOX Limited
(Formerly known as PVR Limited)
(CIN: L74899MH1995PLC387971)
Registered Office at:
7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (West), Mumbai, Maharashtra, 400053

Corporate Office at: Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase – III, Gurgaon-122002

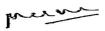
Dear Sir,

I, Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, bearing firm Registration No. L2021DE009500 having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of PVR INOX Limited ("the Company") on May 14, 2024, for the purpose of scrutinizing voting process i.e. remote e-voting and e-voting during the 29th Annual General Meeting ('AGM'), in a fair and transparent manner under the provisions of Sections 108 of the Act read with the Rules and General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05. 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ("MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other relevant circulars including Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ('SEBI Circulars'), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the resolutions mentioned in Notice dated July 24, 2024 ("AGM Notice") for AGM of the Company held on Thursday, the 26th day of September, 2024 at 11:00 A.M. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').

## I submit my report as under:

- 1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; (iii) SEBI Circulars and (iv) the Listing Regulations related to e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of AGM notice to the shareholders and also to ensure a secured framework for e-voting.
- 2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice and addendum thereto, based on the report generated from the e-voting platform provided by KFin Technologies Limited.

- 3. The remote e-voting period commenced on September 22, 2024 at 9:00 A.M. (IST) and ended on September 25, 2024 at 5:00 P.M. (IST) via e-voting platform i.e. <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. The Company also provided e-voting facility to the Members who participated/ attended through VC/OAVM to enable such Members to cast their votes, if they had not casted their vote earlier through remote e-voting.
- 4. The Members of the Company as on the "Cut-off Date" i.e. September 19, 2024 were entitled to avail the facility of remote e-voting as well as e-voting during the AGM on the proposed resolutions as set out in AGM Notice.
- 5. After completion of e-voting during the AGM, the e-votes cast by the Shareholders were unblocked in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who are not in the employment of the Company and have signed below in confirmation of the same:



#### Mukesh Sharma

Parveen Kumar

- 6. Thereafter, the data of remote e-voting and e-voting during the AGM was diligently scrutinized and reconciled with the register of members of the Company as on cut-off date as maintained by KFin Technologies Limited ("RTA") of the Company. Detailed registers are maintained containing the summary of results of remote e-voting and e-voting during the AGM.
- 7. There was no shareholder who opted for both the facilities, i.e. remote e-voting and e-voting during the AGM.
- 8. As on the cut-off date, the fully paid-up share capital of the Company was Rs. 98,19,32,960/-(Rupees Ninety Eight Crore Nineteen Lakh Thirty Two Thousand Nine Hundred Sixty) divided into 9,81,93,296 (Nine Crore Eighty One Lakh Ninety Three Thousand Two Hundred Ninety Six) Equity Shares of Rs. 10/- (Rupees Ten Only) each.
- 9. The consolidated summary of results of e-voting during AGM and remote e-voting are as under:

## **Resolution No. 1**

To consider and adopt:

- (a) the audited standalone financial statements of the Company for the Financial Year ended 31st March 2024, the report of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statements of the Company for the Financial Year ended 31st March 2024 and the report of Auditors thereon.

Ordinary Resolution					
Particulars	Nun	Number of Valid Votes			
	E-votes during AGM	E-votes during AGM Remote E-votes Total			
Assent	18	8,07,32,219	8,07,32,237	99.9995	
Dissent	6	389	395	0.0005	
Total	24	8,07,32,608	8,07,32,632	100	

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of e-voting in respect of the above resolution is attached to this report and marked as 'Annexure - I'.

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#### **Resolution No. 2**

To appoint a Director in place of Mr. Ajay Kumar Bijli (DIN 00531142) who retires by rotation and being eligible offers himself for re-appointment.

Ordinary Resolution					
Particulars	Nur	Number of Valid Votes			
	E-votes during AGM	E-votes during AGM Remote E-votes Total			
Assent	24	7,79,91,302	7,79,91,326	93.9943	
Dissent	0	49,83,201	49,83,201	6.0057	
Total	24	8,29,74,503	8,29,74,527	100	

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of e-voting in respect of the above resolution is attached to this report and marked as 'Annexure - II'.

## **Resolution No. 3**

To appoint a Director in place of Mr. Siddharth Jain (DIN 00030202) who retires by rotation and being eligible offers himself for re-appointment.

Ordinary Resolution					
Particulars	Nun	Number of Valid Votes			
	E-votes during AGM	E-votes during AGM Remote E-votes Total			
Assent	24	7,77,43,974	7,77,43,998	93.6962	
Dissent	0	52,30,529	52,30,529	6.3038	
Total	24	8,29,74,503	8,29,74,527	100	

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of e-voting in respect of the above resolution is attached to this report and marked as 'Annexure - III'.

## **Resolution No. 4**

To consider and approve payment of remuneration for Financial Year 2023-24 to Mr. Sanjai Vohra, a Non-Executive Independent Director (term expired w.e.f. 24th July, 2024) of the Company.

Ordinary Resolution				
Particulars	Nun	Number of Valid Votes		
	E-votes during AGM Remote E-votes Total			
Assent	24	8,29,73,054	8,29,73,078	99.9983
Dissent	0	1,407	1,407	0.0017
Total	24	8,29,74,461	8,29,74,485	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of e-voting in respect of the above resolution is attached to this report and marked as 'Annexure - IV'.

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#### Resolution No. 5

To consider and approve payment of remuneration for Financial Year 2023-24 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company.

Ordinary Resolution					
Particulars	Nun	Number of Valid Votes			
	E-votes during AGM	E-votes during AGM Remote E-votes Total			
Assent	24	6,72,43,206	6,72,43,230	81.0409	
Dissent	0	1,57,31,255	1,57,31,255	18.9591	
Total	24	8,29,74,461	8,29,74,485	100	

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of e-voting in respect of the above resolution is attached to this report and marked as 'Annexure - V'.

## **Resolution No. 6**

To consider and approve payment of remuneration for Financial Year 2023-24 to Mr. Haigreve Khaitan, a Non-Executive Independent Director (term expired w.e.f. 09th February, 2024) of the Company.

Ordinary Resolution				
Particulars	Nun	Number of Valid Votes		
	E-votes during AGM			
Assent	24	7,76,71,110	7,76,71,134	93.6085
Dissent	0	53,03,351	53,03,351	6.3915
Total	24	8,29,74,461	8,29,74,485	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of e-voting in respect of the above resolution is attached to this report and marked as 'Annexure - VI'.

## **Resolution No. 7**

To consider and approve payment of remuneration for Financial Year 2023-24 to Mr. Amit Jatia, a Non-Executive Independent Director (term expired w.e.f. 09th February, 2024) of the Company.

Ordinary Resolution					
Particulars	Nun	Number of Valid Votes			
	E-votes during AGM	E-votes during AGM Remote E-votes Total			
Assent	24	8,15,71,976	8,15,72,000	98.3097	
Dissent	0	14,02,484	14,02,484	1.6903	
Total	24	8,29,74,460	8,29,74,484	100	

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of e-voting in respect of the above resolution is attached to this report and marked as 'Annexure - VII'.

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## **Resolution No. 8**

To consider and approve payment of remuneration for Financial Year 2023-24 to Mr. Vishesh Chander Chandiok, a Non-Executive Independent Director of the Company.

Ordinary Resolution					
Particulars	Nun	Number of Valid Votes			
	E-votes during AGM	E-votes during AGM Remote E-votes Total			
Assent	24	8,15,64,383	8,15,64,407	98.3006	
Dissent	0	14,10,078	14,10,078	1.6994	
Total	24	8,29,74,461	8,29,74,485	100	

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of e-voting in respect of the above resolution is attached to this report and marked as 'Annexure - VIII'.

#### **Resolution No. 9**

To consider and approve the appointment of Ms. Deepa Misra Harris (DIN: 00064912) as an Independent Director on the Board of the Company.

Special Resolution					
Particulars	Nun	Number of Valid Votes			
	E-votes during AGM	E-votes during AGM Remote E-votes Total			
Assent	24	7,20,99,981	7,21,00,005	86.8942	
Dissent	0	1,08,74,480	1,08,74,480	13.1058	
Total	24	8,29,74,461	8,29,74,485	100	

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of e-voting in respect of the above resolution is attached to this report and marked as 'Annexure - IX'.

10. The register containing the details of e-voting will be handed over to the Chairperson of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking You,

For DPV & Associates LLP Company Secretaries

Firm Reg. No.: L2021DE009500 Peer Review Certificate No. 2792/2022 For PVR INOX Limited (formerly known as PVR Limited)
Countersigned by

**Devesh Kumar Vasisht** 

Managing Partner

CP No.:13700 / Mem. No. F8488 UDIN: F008488F001328939

Date: September 26, 2024

Place: New Delhi

Mukesh Kumar

SVP-Company Secretary & Compliance Officer Authorised by the Chairman

Date: September 26, 2024

Place: Gurugram

Details of E-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

## **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	690	80732608	80,73,26,080
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	690	80732608	80,73,26,080
d) Votes with assent for the resolution	666	8,07,32,219	80,73,22,190
<ul><li>e) Votes with dissent for the resolution</li></ul>	24	389	3,890

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	5	24	240
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	5	24	240
d) Votes with assent for the resolution	4	18	180
<ul><li>e) Votes with dissent for the resolution</li></ul>	1	6	60

Details of E-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

## **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	694	8,29,74,503	82,97,45,030
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	694	8,29,74,503	82,97,45,030
d) Votes with assent for the resolution	609	7,79,91,302	77,99,13,020
<ul><li>e) Votes with dissent for the resolution</li></ul>	85	49,83,201	4,98,32,010

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	5	24	240
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	5	24	240
d) Votes with assent for the resolution	5	24	240
<ul><li>e) Votes with dissent for the resolution</li></ul>	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

## **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	689	8,29,74,503	82,97,45,030
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	689	8,29,74,503	82,97,45,030
d) Votes with assent for the resolution	576	7,77,43,974	77,74,39,740
<ul><li>e) Votes with dissent for the resolution</li></ul>	113	52,30,529	5,23,05,290

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	5	24	240
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	5	24	240
d) Votes with assent for the resolution	5	24	240
<ul><li>e) Votes with dissent for the resolution</li></ul>	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-4 are as under:

## **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	688	8,29,74,461	82,97,44,610
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	688	8,29,74,461	82,97,44,610
d) Votes with assent for the resolution	647	8,29,73,054	82,97,30,540
<ul><li>e) Votes with dissent for the resolution</li></ul>	41	1,407	14,070

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	5	24	240
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	5	24	240
d) Votes with assent for the resolution	5	24	240
<ul><li>e) Votes with dissent for the resolution</li></ul>	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-5 are as under:

## **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	688	8,29,74,461	82,97,44,610
b) Less: Invalid votes	<del>-</del>	-	-
c) Net Valid votes cast	688	8,29,74,461	82,97,44,610
d) Votes with assent for the resolution	588	6,72,43,206	67,24,32,060
<ul><li>e) Votes with dissent for the resolution</li></ul>	100	1,57,31,255	15,73,12,550

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	5	24	240
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	5	24	240
d) Votes with assent for the resolution	5	24	240
<ul><li>e) Votes with dissent for the resolution</li></ul>	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-6 are as under:

## **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	688	8,29,74,461	82,97,44,610
b) Less: Invalid votes	<del>-</del>	-	-
c) Net Valid votes cast	688	8,29,74,461	82,97,44,610
d) Votes with assent for the resolution	623	7,76,71,110	77,67,11,100
<ul><li>e) Votes with dissent for the resolution</li></ul>	65	53,03,351	5,30,33,510

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	5	24	240
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	5	24	240
d) Votes with assent for the resolution	5	24	240
<ul><li>e) Votes with dissent for the resolution</li></ul>	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-7 are as under:

## **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	687	8,29,74,460	82,97,44,600
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	687	8,29,74,460	82,97,44,600
d) Votes with assent for the resolution	625	8,15,71,976	81,57,19,760
<ul><li>e) Votes with dissent for the resolution</li></ul>	62	14,02,484	1,40,24,840

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	5	24	240
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	5	24	240
d) Votes with assent for the resolution	5	24	240
<ul><li>e) Votes with dissent for the resolution</li></ul>	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-8 are as under:

## **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	688	8,29,74,461	82,97,44,610
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	688	8,29,74,461	82,97,44,610
d) Votes with assent for the resolution	625	8,15,64,383	81,56,43,830
<ul><li>e) Votes with dissent for the resolution</li></ul>	63	14,10,078	1,41,00,780

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	5	24	240
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	5	24	240
d) Votes with assent for the resolution	5	24	240
<ul><li>e) Votes with dissent for the resolution</li></ul>	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-9 are as under:

## **VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	693	8,29,74,461	82,97,44,610
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	693	8,29,74,461	82,97,44,610
d) Votes with assent for the resolution	600	7,20,99,981	72,09,99,810
e) Votes with dissent for the resolution	93	1,08,74,480	10,87,44,800

## **VOTING THROUGH E-VOTING DURING AGM:**

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	5	24	240
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	5	24	240
d) Votes with assent for the resolution	5	24	240
<ul><li>e) Votes with dissent for the resolution</li></ul>	-	-	-

.....End of Report.....