

05th May, 2023

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
1st Floor, New Trading Ring,
PJ Towers, Dalal Street,
Fort, Mumbai - 400 001
Fax: 022-22723121/1278

Company Code: PVR / 532689

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

Dear Sir,

We are pleased to inform the Results of the e-voting conducted through Postal Ballot concluded on 04th May, 2023.

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

PVR INOX LIMITED (Formerly known as PVR Limited)

Annexure A

Format for Voting Results

Date of the AGM/EGM/Postal Ballot	
Total number of shareholders on Cut-off date i.e. March 31, 2023	2,02,036
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA

Details of Resolution Passed:

Sr. No.	Resolution	Ordinary / Special Resolution	Mode of Voting
1	Approval for Appointment of Mr. Haigreve Khaitan (DIN 00005290) as an Independent Director on the Board of the Company.	Special Resolution	E-Voting
1A	<u>Details of votes cast by the public shareholders</u> Approval for Appointment of Mr. Haigreve Khaitan (DIN 00005290) as an Independent Director on the Board of the Company.	Ordinary Resolution by public shareholders	E-Voting
2	Approval for Appointment of Mr. Vishesh Chander Chandiook (DIN 00016112) as an Independent Director on the Board of the Company.	Special Resolution	E-Voting
3	Approval for Appointment of Mr. Amit Jatia (DIN 00016871) as an Independent Director on the Board of the Company.	Special Resolution	E-Voting
4	Authorising the Board of Directors to mortgage and create Charge/Hypothecation on assets of the Company for a sum not exceeding Rs. 3,000 Crores.	Special Resolution	E-Voting

1. SPECIAL RESOLUTION: Approval for Appointment of Mr. Haigreve Khaitan (DIN 00005290) as an Independent Director on the Board of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	26,899,076	26899076	100.0000	26899076	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		26899076	100.0000	26899076	0	100.0000	0.0000
Public-Institutions	E-voting	55,882,025	47998362	85.8923	28391971	19606391	59.1520	40.8480
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47998362	85.8923	28391971	19606391	59.1520	40.8480
Public-Non Institutions	E-voting	15,186,213	2512172	16.5425	2011309	500863	80.0626	19.9374
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2512172	16.5425	2011309	500863	80.0626	19.9374
Total		97,967,314	77409610	79.0158	57302356	20107254	74.0249	25.9751

1A. Details of votes cast by the public shareholders.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	26,899,076	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-voting	55,882,025	47998362	85.8923	28391971	19606391	59.1520	40.8480
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47998362	85.8923	28391971	19606391	59.1520	40.8480
Public-Non Institutions	E-voting	15,186,213	2512172	16.5425	2011309	500863	80.0626	19.9374
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2512172	16.5425	2011309	500863	80.0626	19.9374
Total		97,967,314	50510534	51.5586	30403280	20107254	60.1920	39.8080

2. SPECIAL RESOLUTION: Approval for Appointment of Mr. Vishesh Chander Chandiok (DIN 00016112) as an Independent Director on the Board of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	26,899,076	26899076	100.0000	26899076	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		26899076	100.0000	26899076	0	100.0000	0.0000
Public-Institutions	E-voting	55,882,025	47998362	85.8923	41701143	6297219	86.8803	13.1197
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47998362	85.8923	41701143	6297219	86.8803	13.1197
Public-Non Institutions	E-voting	15,186,213	2512005	16.5414	2011081	500924	80.0588	19.9412
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2512005	16.5414	2011081	500924	80.0588	19.9412
Total		97,967,314	77409443	79.0156	70611300	6798143	91.2179	8.7821

3. SPECIAL RESOLUTION: Approval for Appointment of Mr. Amit Jatia (DIN 00016871) as an Independent Director on the Board of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	26,899,076	26899076	100.0000	26899076	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		26899076	100.0000	26899076	0	100.0000	0.0000
Public-Institutions	E-voting	55,882,025	47998362	85.8923	32747087	15251275	68.2254	31.7746
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47998362	85.8923	32747087	15251275	68.2254	31.7746
Public-Non Institutions	E-voting	15,186,213	2511996	16.5413	2011077	500919	80.0589	19.9411
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2511996	16.5413	2011077	500919	80.0589	19.9411
Total		97,967,314	77409434	79.0156	61657240	15752194	79.6508	20.3492

4. SPECIAL RESOLUTION: Authorising the Board of Directors to mortgage and create Charge/Hypothecation on assets of the Company for a sum not exceeding Rs. 3,000 Crores.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	26,899,076	26899076	100.0000	26899076	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		26899076	100.0000	26899076	0	100.0000	0.0000
Public-Institutions	E-voting	55,882,025	47998361	85.8923	47614153	384208	99.1995	0.8005
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47998361	85.8923	47614153	384208	99.1995	0.8005
Public-Non Institutions	E-voting	15,186,213	2511956	16.5410	2509603	2353	99.9063	0.0937
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2511956	16.5410	2509603	2353	99.9063	0.0937
Total		97,967,314	77409393	79.0155	77022832	386561	99.5006	0.4994



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

Scrutinizer's Report

Pursuant to Section 108 and 110 of the Companies Act, 2013 (**'the Act'**) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'the Rules'**) read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'LODR Regulations'**)

To,

The Chairman

PVR INOX Limited

(Formerly known as PVR Limited)

(CIN: L74899MH1995PLC387971)

Block A, 4th Floor, Building No. 9,

DLF Cyber City, Phase – II, Gurgaon-122002

Dear Sir,

I, Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of the Company on March 16, 2023, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively (**'MCA Circulars'**), LODR Regulations, 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 following resolutions as mentioned in the Notice of Postal Ballot dated March 16, 2023:

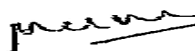
Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	To approve the appointment of Mr. Haigreve Khaitan (DIN 00005290) as an Independent Director on the Board of the Company
2.	Special Resolution	To approve the appointment of Mr. Vishesh Chander Chandiok (DIN 00016112) as an Independent Director on the Board of the Company
3.	Special Resolution	To approve the appointment of Mr. Amit Jatia (DIN 00016871) as an Independent Director on the Board of the Company
4.	Special Resolution	Authorising the Board of Directors to mortgage and create Charge/Hypothecation on assets of the Company for a sum not exceeding Rs. 3,000 Crores

I submit my report as under:

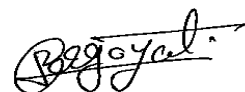
1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-Voting instructions were sent to all those Members, whose e-mail address wereregistered with the Company or Registrar and Share Transfer Agent or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on March 31, 2023 ('cut-off date').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including MCA Circulars/ LODR Regulations in respect of the resolutions contained in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizerare restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Postal Ballot Notice, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL).
3. The Company has published an advertisement on April 5, 2023 regarding service of Postal Ballot Notice to eligible members in English language newspaper "Business Standard" and in Marathi language newspaper "Loksatta".
4. The Members of the Company holding shares as on the cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote

e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of NSDL viz. www.evotingnsdl.com.

5. The remote e-Voting commenced on April 5, 2023, 09:00 A.M. and ended on May 4, 2023, 05:00 P.M. Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by NSDL on its designated website i.e. '<https://www.evoting.nsdl.com/>'.
6. The remote e-voting was unblocked on May 4, 2023 after 05:00 P.M. 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:



Mukesh Sharma



Parveen Kumar

7. Thereafter, the particulars of remote e-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for this purpose and the remote e-voting was reconciled with the register of members of the Company as on cut-off date as maintained by RTA of the Company.
8. As on the cut-off date, the fully paid-up share capital of the Company was Rs. 97,96,73,140/- (Rupees Ninety Seven Crore Ninety Six Lakh Seventy Three Thousand One Hundred Forty Only) divided into 9,79,67,314 (Nine Crore Seventy Nine Lakh Sixty Seven Thousand Three Hundred Fourteen) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

9. **Modification to the Notice of Postal Ballot dated March 16, 2023**

Under item No. 1 and 3 of Postal Ballot Notice dated March 16, 2023, the Company had proposed the appointment of Mr. Haigreve Khaitan (DIN: 00005290) and Mr. Amit Jatia (DIN: 00016871) respectively for the approval of shareholders of the Company by way of special resolution/s through postal ballot for a period of five consecutive years w.e.f. February 10, 2023.

Later on, the Board of Directors decided to amend the tenure of appointment of Mr. Haigreve Khaitan and Mr. Amit Jatia for a period of one year effective from 10th February, 2023 in place of five consecutive years. As per the information provided by the Company, Corrigendum to that effect has been issued to the shareholders and the Company has also informed the Stock Exchanges on May 2, 2023.

10. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:

I. Approval for Appointment of Mr. Haigreve Khaitan (DIN 00005290) as an Independent Director on the Board of the Company:

Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	5,73,02,356	-	5,73,02,356	74.0249
Dissent	2,01,07,254	-	2,01,07,254	25.9751
Abstain	-	-	-	-
Total	7,74,09,610	-	7,74,09,610	100

The special resolution for the appointment of Mr. Haigreve Khaitan did not get the requisite majority of votes, but, the votes cast in favour of the resolution exceed the votes cast against the resolution. As per Regulation 25(2A) of LODR Regulations:

“The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A).”

Details of votes cast by the public shareholders

Votes cast by the public shareholders				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	3,04,03,280	-	3,04,03,280	60.1920
Dissent	2,01,07,254	-	2,01,07,254	39.8080
Abstain	-	-	-	-
Total	5,05,10,534	-	5,05,10,534	100

As the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, accordingly, the appointment of Mr. Haigreve Khaitan as an independent director shall be deemed to have been made under Regulation 25(2A) of LODR Regulations.

The detailed break up of voting through ‘remote e-voting’ as well as ‘votes cast by the public shareholders’ in respect of the above Resolution is attached to this report and marked as ‘Annexure A & A1’ respectively.

II. Approval for Appointment of Mr. Vishesh Chander Chandioik (DIN 00016112) as an Independent Director on the Board of the Company:

Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	7,06,11,300	-	7,06,11,300	91.2179
Dissent	67,98,143	-	67,98,143	8.7821
Abstain	-	-	-	-
Total	7,74,09,443	-	7,74,09,443	100

Accordingly, the above resolution is passed with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

III. Approval for Appointment of Mr. Amit Jatia (DIN 00016871) as an Independent Director on the Board of the Company:

Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	6,16,57,240	-	6,16,57,240	79.6508
Dissent	1,57,52,194	-	1,57,52,194	20.3492
Abstain	-	-	-	-
Total	7,74,09,434	-	7,74,09,434	100

Accordingly, the above resolution is passed with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure C'.

IV. Authorising the Board of Directors to mortgage and create Charge/Hypothecation on assets of the Company for a sum not exceeding Rs. 3,000 Crores:

Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	7,70,22,832	-	7,70,22,832	99.5006
Dissent	3,86,561	-	3,86,561	0.4994
Abstain	-	-	-	-
Total	7,74,09,393	-	7,74,09,393	100

Accordingly, the above resolution is passed with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure D'.

11. Based on the aforesaid results, the resolutions as mentioned above are deemed to have been passed on May 4, 2023 being the last date of remote e-voting for the Members of the Company.
12. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to the Company Secretary & Compliance Officer of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

**For DPV & Associates LLP
Company Secretaries**

Firm Reg. No.: L2021DE009500

Peer Review Certificate No. 2792/2022

DEVESH
KUMAR
VASISHT

Digitally signed
by DEVESH
KUMAR VASISHT
Date: 2023.05.05
16:55:51 +05'30'

Devesh Kumar Vasisht

Managing Partner

CP No.:13700 / Mem. No. F8488

UDIN: F008488E000258980

Date: May 5, 2023

Place: New Delhi

**For PVR INOX Limited
(formerly known as PVR Limited)**

Countersigned by

MUKESH
KUMAR

Digitally signed by
MUKESH KUMAR
Date: 2023.05.05
17:01:10 +05'30'

Mukesh Kumar

SVP-Company Secretary &
Compliance Officer

Authorised by the Chairman

Date: May 5, 2023

Place: Gurugram

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Annexure-A

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes received	1,036	7,74,09,610	77,40,96,100
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	-	-	-
d) Net Valid votes cast	1,036	7,74,09,610	77,40,96,100
e) Votes with assent for the resolution	811	5,73,02,356	57,30,23,560
f) Votes with dissent for the resolution	225	2,01,07,254	20,10,72,540

Annexure-A1

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes received	1,024	5,05,10,534	50,51,05,340
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	-	-	-
d) Net Valid votes cast	1,024	5,05,10,534	50,51,05,340
e) Votes with assent for the resolution	799	3,04,03,280	30,40,32,800
f) Votes with dissent for the resolution	225	2,01,07,254	20,10,72,540

Annexure-B

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes received	1,027	7,74,09,443	77,40,94,430
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	-	-	-
d) Net Valid votes cast	1,027	7,74,09,443	77,40,94,430
e) Votes with assent for the resolution	928	7,06,11,300	70,61,13,000
f) Votes with dissent for the resolution	99	67,98,143	6,79,81,430

Annexure-C

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes received	1,026	7,74,09,434	77,40,94,340
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	-	-	-
d) Net Valid votes cast	1,026	7,74,09,434	77,40,94,340
e) Votes with assent for the resolution	830	6,16,57,240	61,65,72,400
f) Votes with dissent for the resolution	196	15,752,194	15,75,21,940

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes received	1,026	7,74,09,393	77,40,93,930
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	-	-	-
d) Net Valid votes cast	1,026	7,74,09,393	77,40,93,930
e) Votes with assent for the resolution	923	7,70,22,832	77,02,28,320
f) Votes with dissent for the resolution	103	3,86,561	38,65,610

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