

Date: October 23, 2019

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: 022-22722061/41/39/37

Company Code: PVR / 532689

Re: Qualified Institutions Placement (QIPs) of equity shares of face value of ₹ 10 each (the "Equity Shares") to Qualified Institutional Buyers.

Sub: Outcome of the meeting of the Fund Raise Committee

Dear Sir/Madam,

We wish to inform you that pursuant to the approval of the board of directors of the Company at its meeting held on December 21, 2018 and approval of the shareholders of the Company by way of a special resolution passed through postal ballot on January 29, 2019, the Fund Raise Committee of the Company, in its meeting held today has *inter alia* considered and approved the following:

- (i) approval and adoption of the preliminary placement document dated October 23, 2019 in connection with the QIP; and
- (ii) authorizing the opening of the QIP today, i.e. on October 23, 2019.

We further wish to inform you that the 'Relevant Date' for the purpose of the QIP, in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") is October 23, 2019 and accordingly the floor price in respect of the QIP, based on the pricing formula as prescribed under Regulation 176(1) of the SEBI ICDR Regulations is ₹ 1809.53 per Equity Share. The Company may at its discretion consider offering a discount on the floor price within the limit prescribed under the SEBI ICDR Regulations, if at all.

The Fund Raise Committee's meeting commenced at 05.45 P.M. and the meeting was concluded at 06.15 P.M. A certified copy of the resolution passed by the Committee authorizing the opening of the QIP and fixing the floor price and the relevant date is enclosed for your information and records.



Further, in terms of Regulations 29(1) and 29(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), we wish to inform you that a meeting of the Fund Raise Committee of the Company shall be held on Tuesday, October 29, 2019 to *inter alia*, consider and determine the issue price of Equity Shares to be issued pursuant to the QIP, including any discount on the floor price calculated in accordance with the SEBI ICDR Regulations and as permitted by the SEBI ICDR Regulations and approved by the shareholders pursuant to a resolution dated January 29, 2019.

We request you to take the above on record pursuant to compliance under SEBI Listing Regulations.

Thanking You.

Yours faithfully,
For **PVR Limited**



Pankaj Dhawan
Company Secretary cum Compliance Officer

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF FUND RAISE COMMITTEE OF PVR LIMITED HELD ON WEDNESDAY, THE 23RD DAY OF OCTOBER, 2019 AT CORPORATE OFFICE OF THE COMPANY AT BLOCK - A, 4TH FLOOR, BUILDING NO. 9A, DLF CYBER CITY, PHASE - III, GURUGRAM-122 002.

“RESOLVED THAT pursuant to the resolution passed by the shareholders of the Company through postal ballot on January 29, 2019 under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**), each as amended, the issue of equity shares of the Company of face value of ₹ 10 each (the **“Equity Shares”**) to eligible qualified institutional buyers (**“QIBs”**) under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, each as amended (the **“Issue”**) be opened today, i.e. October 23, 2019’.

RESOLVED FURTHER THAT in respect of the Issue, the relevant date, in terms of Regulation 171(a)(i) of SEBI ICDR Regulations, shall be the date of this resolution i.e. October 23, 2019 (the **“Relevant Date”**).

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

For **PVR Limited**



Pankaj Dhawan
Company Secretary cum Compliance Officer

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF FUND RAISE COMMITTEE OF PVR LIMITED HELD ON WEDNESDAY, THE 23RD DAY OF OCTOBER, 2019 AT CORPORATE OFFICE OF THE COMPANY AT BLOCK - A, 4TH FLOOR, BUILDING NO. 9A, DLF CYBER CITY, PHASE - III, GURUGRAM-122 002.

“RESOLVED THAT in respect of the Issue, the floor price of ₹ 1,809.53 per Equity Share (**“Floor Price”**), as calculated based on the pricing formula prescribed under Regulation 176(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**) and based on the certificate received from an independent chartered accountant, being M/s. Bansal & Co. LLP, New Delhi FRN: 001113N/N500079, Chartered Accountants, for determination of Floor Price, be and is hereby approved.

RESOLVED FURTHER THAT in respect of the Issue and in accordance with the proviso to Regulation 176(1) of the SEBI ICDR Regulations, the Company may offer a discount on the Floor Price calculated for the Issue, in accordance with applicable law and the approval of the shareholders of the Company on 29th January, 2019.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

For **PVR Limited**



Pankaj Dhawan
Company Secretary cum Compliance Officer