

27th September, 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 INOX / 532689

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

Dear Sir,

We are pleased to inform that 28th Annual General Meeting (AGM) of the Company held on September 26, 2023 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

PVR INOX LIMITED (Formerly known as PVR Limited)

DECLARATION OF VOTING RESULTS OF REMOTE E-VOTING AND E-VOTING BY MEMBERS DURING THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PVR INOX LIMITED (FORMERLY KNOWN AS PVR LIMITED) HELD ON TUESDAY, SEPTEMBER 26, 2023 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			PAI	RTICULARS	
A	Date of AGM			Septem	ber 26, 20)23	
В	Total Number of sha record date (September 19, 2023		1	200287	7		
С	No of shareholders meeting either in pe proxy	-		156			
	SHAREHOLDERS	PRESENT IN PERSON	THE	ESENT ROUGH ROXY	TOTAL	SHARES HELD BY THEM	% TO CAPITAL
	Promoter and Promoter Group	8	0		8	1,85,04,030	18.85823
	Public	148	0		148	2,31,812	0.23625
	Total	156	0		156	1,87,35,842	19.09448
D	No. of shareholder meeting through Vid						

DETAILS OF RESOLUTION PASSED

S.NO	Resolution	Ordinary / Special Resolution	Mode of Voting
1	To consider and adopt: (a) the audited standalone financial statements of the Company for the Financial Year ended 31st March 2023, 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 2023 and the report of Auditors thereon;	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
2	To appoint a Director in place of Mr. Sanjeev Kumar (DIN 00208173) who retires by rotation and being eligible offers himself for re-appointment;	Ordinary	Remote E- Voting and E- voting at the AGM (Instapoll)

3	To appoint a Director in place of Ms. Renuka Ramnath (DIN 00147182) who retires by rotation and being eligible offers herself for re-appointment.	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
4	To consider and approve payment of remuneration for Financial Year 2022-23 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company;	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
5	To consider and approve payment of remuneration for Financial Year 2022-23 to Ms. Pallavi Shardul Shroff, a Non- Executive Independent Director of the Company;	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
6	To consider and approve remuneration paid to Ms. Deepa Misra Harris, a Non- Executive Independent Director (resigned w.e.f. 10 th February, 2023) of the Company for Financial Year 2022-23;	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
7	To consider and approve payment of remuneration for Financial Year 2022-23 to Mr. Vikram Bakshi, a Non-Executive Independent Director (resigned w.e.f. 10 th February, 2023) of the Company;	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
8	To consider and approve remuneration paid to Mr. Gregory Adam Foster, a Non- Executive Independent Director (resigned w.e.f. 10 th February, 2023) of the Company for Financial Year 2022-23;	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
9	To consider and approve managerial remuneration paid to Mr. Ajay Bijli, Managing Director of the Company for the Financial Year 2022-23 (upto 5th February, 2023);	Special	Remote E-Voting and E-voting at the AGM (Instapoll)
10	To consider and approve managerial remuneration paid to Mr. Sanjeev Kumar, Executive Director of the Company for the Financial Year 2022-23 (upto 5th February, 2023);	Special	Remote E-Voting and E-voting at the 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 2023, 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 2023 and the report of Auditors thereon:

Whether promoter/Promoter group are interested in the agenda/resolution? No. shares held (1) No. of shares held (1) No. of votes polled (1) No. of vote	Resolution required	Ordinary R	esolution						
Category Mode of Voting No. of shares held No. of shares held No. of votes polled No. of votes polled on shares No. of Votes - in favour No. of Votes - in against % of Votes in favour on votes against % of Votes in favour on votes interpretex Promoter Group E-Voting 2,72,04,076 100.0000 2,72,04,076 100.0000 0,000 0,000 0,	Whether promoter/Promoter group are interested in the	No							
Promoter Group Poll Poll 0 0.0000 0 0 0.0000			shares held	votes polled	Polled on outstanding shares (3)=[(2)/(1)]*	Votes – in favour	Votes – against	favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter Group Poll Poll 0 0.0000 0 0 0.0000	Promoter and	E-Voting*		2.72.04.076	100.0000	2.72.04.076	0	100.0000	0.0000
Postal Ballot (if applicable) 2,72,04,076 0 0.0000 0 0 0.0000						, , ,			0.0000
Total 2,72,04,076 2,72,04,076 100.000 2,72,04,076 0 100.000 0.000 Public- Institutions E-Voting Poll 5,08,18,296 90.3749 5,08,18,296 0 100.000 0.000 Poll Poll 0 0.0000 0 0 0 0.0000 0.00	•	Ballot (if	2,72,04,076	0		0			0.0000
Public- Institutions E-Voting Poll 5,08,18,296 90,3749 5,08,18,296 0 100,00 0.000 Poll 0 0.0000 0 0 0.0000 0 0.0000 </td <td></td> <td></td> <td>2,72,04,076</td> <td>2,72,04,076</td> <td>100.0000</td> <td>2.72.04.076</td> <td>0</td> <td>100.0000</td> <td>0.0000</td>			2,72,04,076	2,72,04,076	100.0000	2.72.04.076	0	100.0000	0.0000
Poll 0 0.0000 0 0 0.0000	Public- Institutions	E-Voting				, , ,			0.0000
Ballot (if applicable) Image: Marcine applicable Image: Ma		0		, , ,	0.0000	, , ,		0.0000	0.0000
Public- Non Institutions E-Voting Poll 18,92,163 12.8831 18,91,683 480 99.9746 0.0 Poll 33,087 0.2253 33,087 0 100.0000 0.0 Postal Ballot (if applicable) 1,46,87,166 19,25,250 13.1084 19,24,770 480 99.9751 0.0		Ballot (if	5,62,30,538	0	0.0000	0	0	0.0000	0.0000
Institutions Poll 33,087 0.2253 33,087 0 100.0000 0.0000 Postal 1,46,87,166 1,46,87,166 -		Total	5,62,30,538	5,08,18,296	90.3749	5,08,18,296	0	10.0000	0.0000
Postal Ballot (if applicable) 1,46,87,166 0	Public- Non			, ,		, ,	480		0.0253
Ballot (if applicable) Easterna Eastern	Institutions	Poll		33,087	0.2253	33,087	0	100.0000	0.0000
Total 1,46,87,166 19,25,250 13.1084 19,24,770 480 99.9751 0.0		Ballot (if	1,46,87,166		0.0000			0.0000	0.0000
			1 46 97 166				-		0.0000
Total 9,81,21,780 7,99,47,622 81.4780 7,99,47,142 480 99.9994 0.0									0.0249

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	2,72,04,076	2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2,72,04,076	2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Public- Institutions	E-Voting	5,62,30,538	5,08,18,296	90.3749	4,78,49,556	29,68,740	94.1581	5.8418
	Poll Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	5,62,30,538	5,08,18,296	90.3749	4,78,49,556	29,68,740	94.1581	5.8419
Public- Non	E-Voting	1,46,87,166	18,92,178	12.8832	18,91,607	571	99.9698	0.0301
Institutions	Poll		33,087	0.2253	33,087	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1,46,87,166	19,25,265	13.1085	19,24,694	571	99.9703	0.0297
	Total	9,81,21,780	7,99,47,637	81.4780	7,69,78,326	29,69,311	96.2859	3.7141

Agenda No. 2: To appoint a Director in place of Mr. Sanjeev Kumar (DIN 00208173) 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		2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,72,04,076	0	0.0000	0	0	0.0000	0.0000
	Total	2,72,04,076	2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Public- Institutions	E-Voting		5,08,18,296	90.3749	3,97,01,373	1,11,16,923	78.1241	21.8758
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	5,62,30,538	0	0.0000	0	0	0.0000	0.0000
	Total	5,62,30,538	5,08,18,296	90.3749	3,97,01,373	1,11,16,923	78.1242	21.8758
Public- Non	E-Voting	,,,	18,92,178	12.8832	18,91,607	571	99.9698	0.0301
Institutions	Poll		33,087	0.2253	33,087	0,1	100.0000	0.0000
	Postal Ballot (if applicable)	1,46,87,166	0	0.0000	0	0	0.0000	0.0000
	Total	1,46,87,166	19,25,265	13.1085	19,24,694	571	99.9703	0.0297
	Total	9,81,21,780	7,99,47,637	81.4780	, ,	1,11,17,494	86.0940	13.9060

Agenda No. 3: To appoint a Director in place of Ms. Renuka Ramnath (DIN 00147182) who retires by rotation and being eligible offers herself 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*		2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,72,04,076	0	0.0000	0	0	0.0000	0.0000
	Total	2,72,04,076	2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Public- Institutions	E-Voting*		5,08,18,296	90.3749	5,04,96,362	3,21,934	99.3664	0.6335
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	5,62,30,538	0	0.0000	0	0	0.0000	0.0000
	Total	5,62,30,538	5,08,18,296	90.3749	5,04,96,362	3,21,934	99.3665	0.6335
Public- Non	E-Voting*		18,92,172	12.8832	18,91,199	973	99.9485	0.0514
Institutions	Poll		33,087	0.2253	33,087	0	100.0000	0.0000
	Postal Ballot (if applicable)	1,46,87,166	0	0.0000	0	0	0.0000	0.0000
	Total	1,46,87,166	19,25,259	13.1085	19,24,286	973	99.9495	0.0505
	Total	9,81,21,780	7,99,47,631	81.4780	7,96,24,724	3,22,907	99.5961	0.4039

Agenda No. 4: To consider and approve payment of remuneration for Financial Year 2022-23 to Mr. Sanjai Vohra, 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*		2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,72,04,076	0	0.0000	0	0	0.0000	0.0000
	Total	2,72,04,076	2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Public- Institutions	E-Voting* Poll	F (0.20 F20	5,08,18,296	90.3749 0.0000	5,07,01,289 0	1,17,007 0	99.7697 0.0000	0.2302 0.0000
	Postal Ballot (if applicable)	5,62,30,538	0	0.0000	0	0	0.0000	0.0000
	Total	5,62,30,538	5,08,18,296	90.3749	5,07,01,289	1,17,007	99.7698	0.2302
Public- Non	E-Voting*		18,92,172	12.8832	18,91,199	973	99.9485	0.0514
Institutions	Poll		33,087	0.2253	33,087	0	100.0000	0.0000
	Postal Ballot (if applicable)	1,46,87,166	0	0.0000	0	0	0.0000	0.0000
	Total	1,46,87,166	19,25,259	13.1085	19,24,286	973	99.9495	0.0505
	Total	9,81,21,780	7,99,47,631	81.4780	7,98,29,651	1,17,980	99.8524	0.1476

Agenda No. 5: To consider and approve payment of remuneration for Financial Year 2022-23 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company:

Agenda No. 6: To consider and approve remuneration paid to Ms. Deepa Misra Harris, a Non-Executive Independent Director (resigned w.e.f. 10th February, 2023) of the Company for Financial Year 2022-23:

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*		2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,72,04,076	0	0.0000	0	0	0.0000	0.0000
	Total	2,72,04,076	2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Public- Institutions	E-Voting*		5,08,18,296	90.3749	5,07,01,289	1,17,007	99.7697	0.2302
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	5,62,30,538	0	0.0000	0	0	0.0000	0.0000
	Total	5,62,30,538	5,08,18,296	90.3749	5,07,01,289	1,17,007	99.7698	0.2302
Public- Non	E-Voting*		18,92,175	12.8832	18,91,187	988	99.9477	0.0522
Institutions	Poll		33,087	0.2253	33,087	0	100.0000	0.0000
	Postal Ballot (if applicable)	1,46,87,166	0	0.0000	0	0	0.0000	0.0000
	Total	1,46,87,166	19,25,262	13.1085	19,24,274	988	99.9487	0.0513
	Total	9,81,21,780	7,99,47,634	81.4780	7,98,29,639	1,17,995	99.8524	0.1476

Agenda No. 7: To consider and approve payment of remuneration for Financial Year 2022-23 to Mr. Vikram Bakshi, a Non-Executive Independent Director (resigned w.e.f. 10th February, 2023) 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*		2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Fromoter Group	Poll	2,72,04,076	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,72,04,070	0	0.0000	0	0	0.0000	0.0000
	Total	2,72,04,076	2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Public- Institutions	E-Voting*		5,08,18,296	90.3749	5,07,01,289	1,17,007	99.7697	0.2302
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	5,62,30,538	0	0.0000	0	0	0.0000	0.0000
	Total	5,62,30,538	5,08,18,296	90.3749	5,07,01,289	1,17,007	99.7698	0.2302
Public- Non	E-Voting*	,- ,- , ,	18,92,176	12.8832	18,91,188	988	99.9477	0.0522
Institutions	Poll		33,087	0.2253	33,087	0	100.0000	0.0000
	Postal Ballot (if	1,46,87,166						
	applicable) Total	1,46,87,166	0	0.0000	0	0	0.0000	0.0000
	Total		19,25,263	13.1085	19,24,275	988	99.9487	0.0513
	Total	9,81,21,780	7,99,47,635	81.4780	7,98,29,640	1,17,995	99.8524	0.1476

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*		2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,72,04,076	0	0.0000	0	0	0.0000	0.0000
	Total	2,72,04,076	2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Public- Institutions	E-Voting* Poll		5,08,18,296	90.3749 0.0000	5,07,01,289	1,17,007 0	99.7697 0.0000	0.2302
	Postal Ballot (if applicable)	5,62,30,538	0	0.0000	0	0	0.0000	0.0000
	Total	5,62,30,538	5,08,18,296	90.3749	5,07,01,289	1,17,007	99.7698	0.2302
Public- Non	E-Voting*		18,92,172	12.8832	18,90,803	1,369	99.9276	0.0723
Institutions	Poll		33,087	0.2253	33,087	0	100.0000	0.0000
	Postal Ballot (if applicable)	1,46,87,166	0	0.0000	0	0	0.0000	0.0000
	Total	1,46,87,166	19,25,259	13.1085	19,23,890	1,369	99.9289	0.0711
	Total	9,81,21,780	7,99,47,631	81.4780	7,98,29,255	1,18,376	99.8519	0.1481

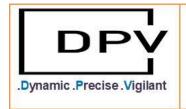
Agenda No. 8: To consider and approve remuneration paid to Mr. Gregory Adam Foster, a Non-Executive Independent Director (resigned w.e.f.10th February, 2023) of the Company for Financial Year 2022-23:

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*		2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,72,04,076	0	0.0000	0	0	0.0000	0.0000
	Total	2,72,04,076	2,72,04,076	100.0000	2,72,04,076	0	100.0000	0.0000
Public- Institutions	E-Voting* Poll		5,08,18,296	90.3749 0.0000	5,06,13,369	2,04,927	99.5967 0.0000	0.4032 0.0000
	Postal Ballot (if applicable)	5,62,30,538	0	0.0000	0	0	0.0000	0.0000
	Total	5,62,30,538	5,08,18,296	90.3749	5,06,13,369	2,04,927	99.5967	0.4033
Public- Non	E-Voting*		18,92,176	12.8832	18,91,324	852	99.9549	0.0450
Institutions	Poll		33,087	0.2253	33,087	0	100.0000	0.0000
	Postal Ballot (if applicable)	1,46,87,166	0	0.0000	0	0	0.0000	0.0000
	Total	1,46,87,166	19,25,263	13.1085	19,24,411	852	99.9557	0.0443
	Total	9,81,21,780	7,99,47,635	81.4780	7,97,41,856	2,05,779	99.7426	0.2574

Agenda No. 9: To consider and approve managerial remuneration paid to Mr. Ajay Bijli, Managing Director of the Company for the Financial Year 2022-23 (upto 5th February, 2023):

Resolution **Special Resolution** required Whether No promoter/Promoter group are interested in the agenda/resolution? Mode of No. of No. of % of Votes % of Votes in % of Votes Category No. of No. of Voting shares held votes Polled on Votes – in Votes favour on votes against on polled votes polled polled outstanding favour against (1) shares (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 $(3)=[(2)/(1)]^*$ (4) (2) (5) 100 **Promoter and** E-Voting* 0 2,72,04,076 100.0000 2,72,04,076 100.0000 0.0000 **Promoter Group** Poll 0 0 0.0000 0.0000 0 0.0000 2,72,04,076 Postal Ballot (if applicable) 0 0.0000 0 0 0.0000 0.0000 0.0000 Total 0 2,72,04,076 2,72,04,076 2,72,04,076 100.0000 100.0000 **Public-** Institutions E-Voting* 2.04.927 99.5967 5.08.18.296 90.3749 5.06.13.369 0.4032 Poll 0 0.0000 0 0 0.0000 0.0000 5,62,30,538 Postal Ballot (if 0.0000 applicable) 0 0 0 0.0000 0.0000 Total 5,62,30,538 5,08,18,296 5,06,13,369 2,04,927 99.5967 90.3749 0.4033 Public- Non E-Voting* 99.9544 0.0455 18,92,178 12.8832 18,91,316 862 Institutions Poll 33.087 0.2253 33,087 0 100.0000 0.0000 1,46,87,166 Postal Ballot (if applicable) 0.0000 0 0 0 0.0000 0.0000 Total 1,46,87,166 19,25,265 13.1085 19,24,403 862 99.9552 0.0448 Total 7,99,47,637 7,97,41,848 81.4780 2,05,789 99.7426 0.2574 9,81,21,780

Agenda No. 10: To consider and approve managerial remuneration paid to Mr. Sanjeev Kumar, Executive Director of the Company for the Financial Year 2022-23 (upto 5th February, 2023):



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: <u>dpv@dpvassociates.com</u> / <u>devesh@dpvassociates.com</u>

Consolidated Scrutinizer's Report

Pursuant to Section 108 of the Companies Act, 2013 ('**the Act**') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('**the Rules**')

Τo,

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 15, 2023, for the purpose of scrutinizing voting process i.e. remote e-voting and e-voting during the 28th Annual General Meeting ('AGM'), in a fair and transparent manner under the provisions of Section 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 read with other relevant circulars including General Circular No. 10/2022 dated December 28, 2022 ("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 ('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 reenactment(s) thereof, for the time being in force) in respect of the resolutions mentioned in Notice dated May 15, 2023 ("AGM Notice") for AGM of the Company held on Tuesday, the 26th day of September, 2023 at 11:00 A.M. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').

I submit my report as under:

- 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.
- 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, 2023 (9:00 A.M. IST) and ended on September 25, 2023 (5:00 P.M. IST) via e-voting platform i.e. <u>evoting@Kfintech.com</u>. 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, 2023 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:

precos

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 98,12,17,800/-(Rupees Ninety Eight Crore Twelve Lakh Seventeen Thousand Eight Hundred) divided into

9,81,21,780/- (Nine Crore Eighty One Lakh Twenty One Thousand Seven Hundred Eighty) 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 2023, 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 2023 and the report of Auditors thereon.

Ordinary Resolution					
Particulars Number of Valid Votes				Percentage	
	E-votes during AGM				
Assent	33,087	7,99,14,055	7,99,47,142	99.99940	
Dissent	0	0.00060			
Total	33,087	7,99,14,535	7,99,47,622	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**'.

Resolution No. 2

To appoint a Director in place of Mr. Sanjeev Kumar (DIN 00208173) who retires by rotation and being eligible offers himself for re-appointment

Ordinary Resolution					
Particulars	Nun	Percentage			
	E-votes during AGM				
Assent	33,087	7,69,45,239	7,69,78,326	96.28593	
Dissent	0	3.71407			
Total	33,087	7,99,14,550	7,99,47,637	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 Ms. Renuka Ramnath (DIN 00147182) who retires by rotation and being eligible offers herself for re-appointment.

	Ordinary Resolution				
Particulars	Particulars Number of Valid Votes			Percentage	
	E-votes during AGM				
Assent	33,087	6,87,97,056	6,88,30,143	86.09403	
Dissent	0	13.90597			
Total	33,087	7,99,14,550	7,99,47,637	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 2022-23 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company

Ordinary Resolution					
Particulars	ticulars Number of Valid Votes				
	E-votes during AGM				
Assent	33,087	7,95,91,637	7,96,24,724	99.59610	
Dissent	0	0.40390			
Total	33,087	7,99,14,544	7,99,47631	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**'.

Resolution No. 5

To consider and approve payment of remuneration for Financial Year 2022-23 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company

	Ordinary Resolution					
Particulars	Particulars Number of Valid Votes					
	E-votes during AGM					
Assent	33,087	7,97,96,564	7,98,29,651	99.85243		
Dissent	0	0.14757				
Total	33,087	7,99,14,544	7,99,47,631	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 remuneration paid to Ms. Deepa Misra Harris, a Non-Executive Independent Director (resigned w.e.f. 10th February, 2023) of the Company for Financial Year 2022-23

Ordinary Resolution					
Particulars	Nun	Percentage			
	E-votes during AGM				
Assent	33,087	7,97,96,552	7,98,29,639	99.85241	
Dissent	0	0.14759			
Total	33,087	7,99,14,547	7,99,47,634	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 2022-23 to Mr. Vikram Bakshi, a Non-Executive Independent Director (resigned w.e.f. 10th February, 2023) of the Company

Ordinary Resolution						
Particulars	culars Number of Valid Votes					
	E-votes during AGM	E-votes during AGM Remote E-votes Total				
Assent	33,087	7,97,96,553	7,98,29,640	99.85241		
Dissent	0	0.14759				
Total	33,087	7,99,14,548	7,99,47,635	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'.

Resolution No. 8

To consider and approve remuneration paid to Mr. Gregory Adam Foster, a Non-Executive Independent Director (resigned w.e.f. 10th February, 2023) of the Company for Financial Year 2022-23

Ordinary Resolution					
Particulars	Particulars Number of Valid Votes				
	E-votes during AGM				
Assent	33,087	7,97,96,168	7,98,29,255	99.85193	
Dissent	0	0.14807			
Total	33,087	7,99,14,544	7,99,47,631	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 managerial remuneration paid to Mr. Ajay Bijli, Managing Director of the Company for the Financial Year 2022-23 (upto 5th February, 2023)

Special Resolution				
Particulars	lars Number of Valid Votes			
	E-votes during AGM			
Assent	33,087	7,97,08,769	7,97,41,856	99.74261
Dissent	0	0.25739		
Total	33,087	7,99,14,548	7,99,47,635	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**'.

Resolution No. 10

To consider and approve managerial remuneration paid to Mr. Sanjeev Kumar, Executive Director of the Company for the Financial Year 2022-23 (upto 5th February, 2023)

Special Resolution					
Particulars	Nun	Percentage			
	E-votes during AGM				
Assent	33,087	7,97,08,761	7,97,41,848	99.74260	
Dissent	0	0.25740			
Total	33,087	7,99,14,550	7,99,47,637	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 - X'.

10. The register containing the details of e-voting will be handed over to the Chairperson or to any person so authorised by him, 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 DEVESH Digitally signed by DEVESH KUMAR KUMAR VASISHT VASISHT 16:27:18+05'30' Devesh Kumar Vasisht Managing Partner CP No.:13700 / Mem. No. F8488 UDIN: F008488E001101228

Date: September 27, 2023 Place: New Delhi For PVR INOX Limited (formerly known as PVR Limited) Countersigned by



Mukesh Kumar SVP-Company Secretary & Compliance Officer Authorised by the Chairman

Date: September 27, 2023 Place: Gurugram

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

VOTING THROUGH REMOTE E-VOTIN	G:
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Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	717	7,99,58,034	79,95,80,340
b) Less: abstained	3	65	650
c) Net Valid votes cast	714	7,99,14,535	79,91,45,350
d) Votes with assent for the resolution	698	7,99,14,055	79,91,40,550
e) Votes with dissent for the resolution	16	480	4,800

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	12	33,087	3,30,870
b) Less: abstained	-	-	-
c) Net Valid votes cast	12	33,087	3,30,870
d) Votes with assent for the resolution	12	33,087	3,30,870
e) Votes with dissent for the resolution	-	-	-

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

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	717	7,99,58,034	79,95,80,340
b) Less: abstained	2	50	500
c) Net Valid votes cast	715*	7,99,14,550	79,91,45,500
d) Votes with assent for the resolution	646*	7,69,45,239	76,94,52,390
e) Votes with dissent for the resolution	73*	29,69,311	2,96,93,110

VOTING THROUGH REMOTE E-VOTING:

*There are four shareholders holding 3,83,160 shares who voted partly in favour and partly against the resolution.

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	12	33,087	3,30,870
b) Less: abstained	-	-	-
c) Net Valid votes cast	12	33,087	3,30,870
d) Votes with assent for the resolution	12	33,087	3,30,870
e) Votes with dissent for the resolution	-	-	-

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

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	717	7,99,58,034	79,95,80,340
b) Less: abstained	2	50	500
c) Net Valid votes cast	715	7,99,14,550	79,91,45,500
d) Votes with assent for the resolution	573	6,87,97,056	68,79,70,560
e) Votes with dissent for the resolution	142	1,11,17,494	11,11,74,940

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	12	33,087	3,30,870
b) Less: abstained	-	-	-
c) Net Valid votes cast	12	33,087	3,30,870
d) Votes with assent for the resolution	12	33,087	3,30,870
e) Votes with dissent for the resolution	-	-	-

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	717	7,99,58,034	79,95,80,340
b) Less: abstained	3	56	560
c) Net Valid votes cast	714	79914544	79,91,45,440
d) Votes with assent for the resolution	675	7,95,91,637	79,59,16,370
e) Votes with dissent for the resolution	39	3,22,907	32,29,070

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	12	33,087	3,30,870
b) Less: abstained	-	-	-
c) Net Valid votes cast	12	33,087	3,30,870
d) Votes with assent for the resolution	12	33,087	3,30,870
e) Votes with dissent for the resolution	-	-	-

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	717	79958034	79,95,80,340
b) Less: abstained	3	56	560
c) Net Valid votes cast	714	7,99,14,544	79,91,45,440
d) Votes with assent for the resolution	680	7,97,96,564	79,79,65,640
e) Votes with dissent for the resolution	34	1,17,980	11,79,800

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	12	33,087	3,30,870
b) Less: abstained	-	-	-
c) Net Valid votes cast	12	33,087	3,30,870
d) Votes with assent for the resolution	12	33,087	3,30,870
e) Votes with dissent for the resolution	-	-	-

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	717	7,99,58,034	79,95,80,340
b) Less: abstained	2	50	500
c) Net Valid votes cast	715	7,99,14,547	79,91,45,470
d) Votes with assent for the resolution	680	7,97,96,552	79,79,65,520
e) Votes with dissent for the resolution	35	1,17,995	11,79,950

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	12	33,087	3,30,870
b) Less: abstained	-	-	-
c) Net Valid votes cast	12	33,087	3,30,870
d) Votes with assent for the resolution	12	33,087	3,30,870
e) Votes with dissent for the resolution	-	-	-

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	717	7,99,58,034	79,95,80,340
b) Less: abstained	3	52	520
c) Net Valid votes cast	714	7,99,14,548	79,91,45,480
d) Votes with assent for the resolution	679	7,97,96,553	79,79,65,530
e) Votes with dissent for the resolution	35	1,17,995	11,79,950

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	12	33,087	3,30,870
b) Less: abstained	-	-	-
c) Net Valid votes cast	12	33,087	3,30,870
d) Votes with assent for the resolution	12	33,087	3,30,870
e) Votes with dissent for the resolution	-	-	-

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	Paid-up value of Equity
		Shares	Shares in ₹
a) Total votes	717	7,99,58,034	79,95,80,340
b) Less: abstained	3	56	560
c) Net Valid votes cast	714	7,99,14,544	79,91,45,440
d) Votes with assent for the resolution	677	7,97,96,168	79,79,61,680
e) Votes with dissent for the resolution	37	1,18,376	11,83,760

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	12	33,087	3,30,870
b) Less: abstained	-	-	-
c) Net Valid votes cast	12	33,087	3,30,870
d) Votes with assent for the resolution	12	33,087	3,30,870
e) Votes with dissent for the resolution	-	-	-

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	717	7,99,58,034	79,95,80,340
b) Less: abstained	3	52	520
c) Net Valid votes cast	714	7,99,14,548	79,91,45,480
d) Votes with assent for the resolution	681	7,97,08,769	79,70,87,690
e) Votes with dissent for the resolution	33	2,05,779	20,57,790

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	12	33,087	3,30,870
b) Less: abstained	-	-	-
c) Net Valid votes cast	12	33,087	3,30,870
d) Votes with assent for the resolution	12	33,087	3,30,870
e) Votes with dissent for the resolution	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-10 are as under:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	717	7,99,58,034	79,95,80,340
b) Less: abstained	2	50	500
c) Net Valid votes cast	715	7,99,14,550	79,91,45,500
d) Votes with assent for the resolution	681	7,97,08,761	79,70,87,610
e) Votes with dissent for the resolution	34	2,05,789	20,57,890

VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	12	33,087	3,30,870
b) Less: abstained	-	-	-
c) Net Valid votes cast	12	33,087	3,30,870
d) Votes with assent for the resolution	12	33,087	3,30,870
e) Votes with dissent for the resolution	-	-	-

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