

May 27, 2022

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: 022-2723121/1278

Company Code: PVR / 532689

Sub: Annual Secretarial Compliance Report for the financial year 2021-22

Dear Sir / Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed Annual Secretarial Compliance Report for the period ended on 31st March, 2022 issued by M/s Arun Gupta & Associates, Company Secretaries.

This is for your information and records.

Thanking You.

Yours faithfully
For **PVR Limited**

Mukesh Kumar


Mukesh Kumar
SVP - Company Secretary
& Compliance Officer

Arun Gupta & Associates

Company Secretaries

Secretarial Compliance Report of PVR Limited for the year ended 31st March, 2022

To,
PVR Limited
(CIN: L74899DL1995PLC067827)
61, Basant Lok, Vasant Vihar,
New Delhi – 110057

I Arun Kumar Gupta, Company Secretary in Practice, Proprietor of Arun Gupta & Associates have examined:

- all the documents and records made available to us and explanation provided by PVR Limited ("*the listed entity*"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity, and
- any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2022 ("*Review Period*") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("*SEBI Act*") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("*SCRA*"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("*SEBI*");

The specific Regulations as amended from time to time, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (**Not applicable to the listed entity during the review period.**)
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; (**Not applicable to the listed entity during the review period**);
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; (**Not applicable to the listed entity during the review period**);

Arun Gupta & Associates

Company Secretaries

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- and Circulars/ guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.

The Nomination & Remuneration Committee of the Company has granted the options under PVR ESOP 2022, subject to the relevant approvals, permissions and consent of the authorities.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There are no actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the review period.

For Arun Gupta & Associates
Company Secretaries



Arun Kumar Gupta
Company Secretary

ACS No.: 21227

C P No.: 8003

ICSI Unique Code: I2008DE626100

UDIN: A021227D000392488



Place: New Delhi
Date: 26/05/2022