



12th October, 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: 022-22723121/1278

Company Code: PVR / 532689

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

Dear Sir,

In reference to our earlier communication dated 8th September, 2022 we are pleased to inform you that pursuant to the order of the Hon'ble NCLT, Mumbai Bench, the meeting of the Equity Shareholders of the Company was convened on Tuesday, October 11, 2022 at 11:30 a.m. (IST) by way of Video Conferencing/ Other Audio Visual Means.

In terms of provisions of Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting results in Annexure "A" is enclosed herewith in respect of the resolution 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 Limited**

Mukesh Kumar
SVP Company Secretary
& Compliance Officer

Encl: A/a

PVR LIMITED

Block A, 4th Floor, Building No. 9, DLF Cyber City, Phase - III, Gurgaon 122002 (Haryana) India.

T: +91 124 4708100 | F: +91 124 4708101 | W: www.pvrcinemas.com

Regd Office: 7th Floor Lotus Grandeur Building, Veera Desai Road Opposite Gundecha Symphony,
Andheri (W) Mumbai 400053. CIN: L74899MH1995PLC387971

Annexure A

DECLARATION OF VOTING RESULTS OF REMOTE E-VOTING AND E-VOTING BY MEMBERS DURING THE NCLT CONVENED MEETING OF THE MEMBERS OF PVR LIMITED HELD ON TUESDAY, OCTOBER 11, 2022 AT 11:30 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	DESCRIPTION	PARTICULARS				
A	Date of AGM NCLT Convened Meeting	11-10-2022				
B	Book Closure Date	04-10-2022				
C	Total number of shareholders on record date	149031				
D	No of shareholders present in the meeting either in person or through proxy	104				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	Promoter and Promoter Group	3	0	3	9867275	16.14179
	PUBLIC	101	0	101	80454	0.13161
	TOTAL	104	0	104	9947729	16.27340
E	No. of shareholders attended the meeting through Video conferencing					104

DETAILS OF RESOLUTION PASSED

S.NO	Resolution	Ordinary / Special Resolution	Mode of Voting
1	To consider and approve the Scheme of Amalgamation of INOX Leisure Limited with PVR Limited and their respective shareholders and creditors ("Scheme ")	Special	Remote E-Voting and E-voting at the NCLT Convened Meeting (Instapoll)

AGENDA WISE VOTING RESULT

Agenda No. 1: To consider and approve the Scheme of Amalgamation of INOX Leisure Limited with PVR Limited and their respective shareholders and creditors (“Scheme”)

Resolution required: (Ordinary/ Special)	Special Resolution									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,03,76,381	1,03,76,381	100.0000	1,03,76,381	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,03,76,381	100.0000	1,03,76,381	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,59,61,833	2,96,74,157	82.5157	2,96,73,750	407	99.9986	0.0013	0	63,743
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,96,74,157	82.5157	2,96,73,750	407	99.9986	0.0014	0	63743
Public- Non Institutions	E-Voting	1,47,90,521	54,42,959	36.8003	54,42,883	76	99.9986	0.0013	0	61
	Poll		5,833	0.0394	5,833	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0

	Total		54,48,792	36.8397	54,48,716	76	99.9986	0.0014	0	61
	Total	6,11,28,735	4,54,99,330	74.4320	4,54,98,847	483	99.9989	0.0011	0	63804

***E-voting includes voting through remote e-voting and e-voting at the NCLT Convened Meeting (Instapoll).**

Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.
Tel. : 91-22-2271 7700 • Email : saurabhshah@psaprofessionals.com • Website : cpspa.co.in

SCRUTINIZER'S REPORT

[Pursuant to the directions of the National Company Law Tribunal, Mumbai Bench vide its Order dated August 22, 2022]

To,
Mr. Ajay Bijli
(Chairman and Managing Director of PVR Limited)
Chairperson appointed by the National Company Law Tribunal, Mumbai Bench for the meeting of Equity Shareholders of PVR Limited

Sub: Report of the Scrutinizer on the remote e-voting and e-voting during the meeting of Equity Shareholders of PVR Limited convened pursuant to the Order dated August 22, 2022 of the National Company Law Tribunal, Mumbai Bench on Tuesday, October 11, 2022 at 11:30 a.m. (IST) (1130 hours) through Video Conferencing and/or any other audio-visual means.

Dear Sir,

The Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**"), vide order dated August 22, 2022 in Company Application No. CA(CAA)/201/MB/2022 ("**Order**"), has *inter alia* directed PVR Limited (the "**Company**") to convene and hold a meeting of its Equity Shareholders ("**Equity Shareholders**") for the purpose of considering and, if thought fit, approving the Scheme of Amalgamation of the Company and PVR Limited, and their respective shareholders and creditors (the "**Scheme**"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "**Act**") through Video Conferencing and/or any other audio-visual means ("**VC/OAVM**").

As per the directions in the Order and in terms of the notice of the meeting of Equity Shareholders dated September 8, 2022 ("**Notice**"), the meeting of Equity Shareholders was convened and held on Tuesday, October 11, 2022 at 11:30 a.m. (IST) (1130 hours) through VC (the "**Meeting**").

As directed by the Order, the Company had provided its Equity Shareholders the facility to vote on the resolution using an electronic voting system (i) remotely, before the Meeting during the period specified in the Notice ("**remote e-voting**"); and (ii) during the Meeting ("**e-voting during the Meeting**").

I, Mr. Pramod S. Shah (Membership No. FCS 334, COP No.3804) of Messrs. Pramod S Shah & Associates, Practising Company Secretaries have been appointed as Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the Meeting on the proposed resolution contained in the Notice.

As the Scrutinizer, I have to scrutinize the process of:

- (i) remote e-voting; and
- (ii) e-voting during the Meeting

I present the Scrutinizer's Report as follows:

1. The management of the Company is responsible to ensure compliance with the requirements of (i) the relevant provisions of the Act and the rules thereunder; (ii) the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November 2021, further amended on 03 January 2022 vide SEBI circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/003 and on 01 February 2022 vide SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/11 and as amended from time to time relating to schemes of arrangement ("**SEBI Master Circular**"); (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("**LODR**") and (iv) the Order. As per the Order, the quorum



for the Meeting is as per the provisions of Section 103 of the Companies Act, 2013 and includes Equity Shareholders present through VC. The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

2. My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting and e-voting during the Meeting) is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" and those votes which were declared "invalid" with respect to the resolution contained in the Notice, based on the reports generated from the e-voting system provided by **KFin Technologies Limited ("KFIN")**, engaged by the Company as its authorised agency to provide facility for remote e-voting and e-voting during the Meeting and attendant papers / documents furnished to me electronically by the Company and/or KFIN for my verification.
3. The Equity Shareholders as on the cut-off date, as specified in the Notice, i.e., Tuesday, October 4, 2022 ("cut-off date") were entitled to vote on the resolution as set out in the Notice and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
4. The Notice, together with the documents accompanying the same, including the explanatory statement and the Scheme, was sent through email & registered post to Equity Shareholders.
5. As directed by the Order, the Company had published advertisements of the Notice in English newspaper viz. Business Standard (Nationwide Circulation) and in Marathi newspaper viz. Navshakti (having circulation in Maharashtra) on September 9, 2022.
6. The remote e-voting, in accordance with the rules framed under the Act commenced on Friday, October 7, 2022 at 9:00 a.m. (IST) (Server Time) and ended on Monday, October 10, 2022 at 5:00 p.m. (IST) (Server Time) and thereafter the remote e-voting module was disabled and blocked by KFIN.
7. In accordance with the rules framed under the Act, the facility of e-voting was also provided to the Equity Shareholders who were present during the Meeting.
8. After the time fixed for closing of the e-voting during the Meeting by the Chairperson, the electronic system recording the e-voting during the Meeting and remote e-voting was locked by KFIN. The e-votes cast through e-voting during the Meeting and remote e-voting were unblocked on October 11, 2022 after the conclusion of the Meeting in the presence of two witnesses Mr. Yuvraj Nikam and Mr. Dhara Chhadva neither of whom are in the employment of the Company and/or KFIN. They have signed herein below in confirmation of the same. The report on votes cast through e-voting during the Meeting and remote e-voting was generated from the website of KFIN: <https://www.evoting.KFIN.com>. The votes cast through e-voting during the Meeting and remote e-voting were diligently scrutinized. The e-voting details were reconciled with the records maintained by the Company and the authorizations lodged with the Company. Details inter alia, the list of Equity Shareholders who voted "in favour" or "against" the resolution were generated from the e-voting website of KFIN i.e. <https://www.evoting.KFIN.com>. Based on the report generated by KFIN and relied upon by me, the data relating to e-voting during the Meeting and remote e-voting was scrutinized on test check basis.
9. The resolution as set out in the Notice is reproduced below: -

***"RESOLVED THAT** pursuant to the provision of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and enabling provisions in the Memorandum and Articles of Association of the Company and subject to compliance with various Securities and Exchange Board of India (SEBI) Regulations including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the observation letters issued by BSE Limited and National Stock Exchange of India Limited dated 20th June, 2022 and 21st June, 2022 respectively, and other applicable laws/regulations/rules and the sanction of the National Company Law Tribunal, Mumbai bench*



("NCLT" or "Tribunal") and/or such other competent authority, as may be applicable, and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of INOX Leisure Limited with PVR Limited and their respective shareholders and creditors ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

10. The consolidated results of remote e-voting and e-voting during the Meeting of the Equity Shareholders of the Company, based on the reports generated by KFIN, scrutinized on test check basis and relied upon by me, are as under:

Votes cast by Equity Shareholders of the Company:

- (i) Total Valid Votes:

Mode of Voting	Number of Equity Shareholders	Number of votes cast by Equity Shareholders	% of total number of valid votes cast
Remote E-voting	503	45636833	99.99%
E-voting	13	5833	0.01%
TOTAL	516	45642666	100%

- (ii) Voted in favor of the resolution out of Total Valid Votes:

Mode of Voting	Number of Equity Shareholders	Number of votes cast by Equity Shareholders	% of total number of valid votes cast
Remote E-voting	497	45493014	99.67%
E-voting	13	5833	0.01%
TOTAL	510	45498847	99.68%

- (iii) Voted against the resolution out of Total Valid Votes:

Mode of Voting	Number of Equity Shareholders	Number of votes cast by Equity Shareholders	% of total number of valid votes cast
Remote E-voting	3	483	0.001%



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E-voting	0	0	0
TOTAL	3	483	0.001%

(iv) Invalid Votes

Mode of Voting	Number of Equity Shareholders	Number of votes cast by Equity Shareholders	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting	0	0	0
TOTAL	0	0	0

11. Based on the above, I confirm that the resolution has been passed with a majority of persons representing three-fourths in value of Equity Shareholders exercising voting rights in favour through remote e-voting and by way of e-voting during the Meeting as required under (i) the Act and relevant rules thereunder (ii) relevant circulars issued by SEBI and (iii) the Order. The resolution is deemed to be passed with effect from October 11, 2022.
12. List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, if any, for the resolution is enclosed as **Annexure A, B and C**.
13. The list of Equity Shareholders who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting during the meeting have been emailed to your good self and the physical copies thereof have been handed over to Mr. Mukesh Kumar, Company Secretary of the Company for safekeeping.

Thanking You,

Yours faithfully

Mr. Pramod S. Shah,

Practising Company Secretary
FCS - Membership No.:334
COP No.:3804
Pramod S. Shah & Associates

Scrutinizer for remote e-voting and
e-voting during the Meeting

UDIN: F000334D001193669



Signature of Witnesses

1.....

(Name: Mr. Yuvraj Nikam)

D B Chhadva

2.....

(Name: Ms. Dhara Chhadva)

Countersigned by

Mr. Ajay Bijli,
Chairperson appointed by Hon'ble
Tribunal for the Equity
Shareholders Meeting

Place: Mumbai
Date: October 11, 2022

Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.

Tel. : 91-22-2271 7700 • Email : saurabhshah@psaprofessionals.com • Website : cpsa.co.in

ANNEXURE A

PVR LIMITED CCM-11/10/2022 Evoting

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	To consider and approve the Scheme of Amalgamation of INOX Leisure Limited with PVR Limited and their respective shareholders and creditors ("Scheme")	503	45636833	497	45493014	99.9989	3	483	0.0011	0	0	3	63804	79532

PVR LIMITED CCM-11/10/2022 Instapoll

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	To consider and approve the Scheme of Amalgamation of INOX Leisure Limited with PVR Limited and their respective shareholders and creditors ("Scheme")	13	5833	13	5833	100	0	0	0	0	0	0	0	0

PVR LIMITED CCM-11/10/2022 eVoting and Instapoll

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	To consider and approve the Scheme of Amalgamation of INOX Leisure Limited with PVR Limited and their respective shareholders and creditors ("Scheme")	516	45642666	510	45498847	99.9989	3	483	0.0011	0	0	3	63804	79532



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ANNEXURE B

Date of the AGM/EGM		PVR LIMITED 11-10-2022									
Total number of shareholders on record date		149031									
No. of shareholders present in the meeting either in person or through proxy:											
Promoters and Promoter Group:		Not Applicable									
Public:		Not Applicable									
No. of Shareholders attended the meeting through Video Conferencing		3									
Promoters and Promoter Group:		101									
Public:											
Resolution No.		1									
Resolution required: (Ordinary/ Special)		SPECIAL - To consider and approve the Scheme of Amalgamation of INOX Leisure Limited with PVR Limited and their respective shareholders and creditors ("Scheme")									
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	1,03,76,381	1,03,76,381	100.0000	1,03,76,381	0	100.0000	0.0000	0	0	
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	Total	1,03,76,381	1,03,76,381	100.0000	1,03,76,381	0	100.0000	0.0000	0	0	
	E-Voting	2,96,74,157	2,96,74,157	82.5157	2,96,73,750	407	99.9986	0.0013	0	63,743	
	Poll	3,59,61,833	0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Non Institutions	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	2,96,74,157	2,96,74,157	82.5157	2,96,73,750	407	99.9986	0.0014	0	63,743	
	E-Voting	54,42,959	5,833	0.0394	5,833	0	100.0000	0.0000	0	61	
Public- Non Institutions	Poll	1,47,90,521	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	54,48,792	54,48,792	36.8397	54,48,716	76	99.9986	0.0014	0	61	
Public- Non Institutions	Total	6,11,28,735	4,54,99,530	74.4320	4,54,98,847	483	99.9989	0.0011	0	63,804	

