

23rd July, 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,

We are pleased to inform that 27th Annual General Meeting (AGM) of the Company held on July 21, 2022 at 11:00 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 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 Limited**



Mukesh Kumar
SVP Company Secretary
& Compliance Officer

Encl: A/a

PVR LIMITED

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

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

Regd Office: 61, Basant Lok, Vasant Vihar, New Delhi 110057. CIN: L74899DL1995PLC067827

DECLARATION OF VOTING RESULTS OF REMOTE E-VOTING AND E-VOTING BY MEMBERS DURING THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PVR LIMITED HELD ON THURSDAY, JULY 21, 2022 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	DESCRIPTION	PARTICULARS				
A	Date of AGM	Thursday, July 21, 2022				
B	Total Number of shareholders on record date (July 15, 2022)	139603				
C	No of shareholders present in the meeting either in person or through proxy	114				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES HELD BY THEM	% TO CAPITAL
	Promoter and Promoter Group	3	0	3	9867275	16.15728
	Public	111	0	111	292596	0.47911
	Total	114	0	114	10159871	16.63639
D	No. of shareholders attended the meeting through Video conferencing	114				

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 March 31, 2022, 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 March 31, 2022 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 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)



Alumina

3	To appoint Statutory Auditors of the Company and to fix their remuneration	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
4	To consider and approve payment of remuneration for Financial Year 2021-22 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 remuneration paid to Mr. Gregory Adam Foster, a Non-Executive Independent Director of the Company for Financial Year 2021-22.	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 of the Company for Financial Year 2021-22.	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
7	To consider and approve payment of remuneration for Financial Year 2021-22 to Mr. Vikram Bakshi, a Non-Executive Independent Director of the Company.	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
8	To consider and approve payment of remuneration for Financial Year 2021-22 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company.	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
9	To consider and approve managerial remuneration paid to Mr. Ajay Bijli, Chairman and Managing Director of the Company for the Financial Year 2021-22.	Special	Remote E-Voting and E-voting at the AGM(Instapoll)
10	To consider and approve managerial remuneration paid to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the Financial Year 2021-22.	Special	Remote E-Voting and E-voting at the AGM(Instapoll)
11	To consider and approve special incentive to Mr. Ajay Bijli, Chairman and Managing Director of the Company for the Financial Year 2021-22.	Special	Remote E-Voting and E-voting at the AGM(Instapoll)
12	To consider and approve special incentive to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the Financial Year 2021-22.	Special	Remote E-Voting and E-voting at the AGM(Instapoll)



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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 March 31, 2022, 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 March 31, 2022 and the report of Auditors thereon.

Resolution required	Ordinary 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
Promoter and Promoter Group	E-Voting*	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,376,381	10,376,381	100.0000	10,376,381	0	100.0000
Public- Institutions	E-Voting	34,118,976	29,675,342	86.9761	26,988,885	2,686,457	90.9472	9.0528
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		34,118,976	29,675,342	86.9761	26,988,885	2,686,457	90.9472
Public- Non Institutions	E-Voting	16,574,778	7,635,273	46.0656	7,032,505	602,768	92.1055	7.8945
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		16,574,778	7,662,496	46.2299	7,059,728	602,768	92.1335
Total	Total	61,070,135	47,714,219	78.1302	44,424,994	3,289,225	93.1064	6.8936

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



Agenda No. 2: 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 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
Promoter and Promoter Group	E-Voting	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
Public- Institutions	E-Voting	34,118,976	29,675,342	86.9761	20,697,831	8,977,511	69.7476	30.2524
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34,118,976	29,675,342	86.9761	20,697,831	8,977,511	69.7476	30.2524
Public- Non Institutions	E-Voting	16,574,778	9,733,924	58.7273	9,733,759	165	99.9983	0.0017
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,574,778	9,761,147	58.8916	9,760,982	165	99.9983	0.0017
	Total	61,070,135	49,812,870	81.5667	40,835,194	8,977,676	81.9772	18.0228

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



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Agenda No. 3: To appoint Statutory Auditors of the Company and to fix their remuneration.

Resolution required	Ordinary 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
Promoter and Promoter Group	E-Voting	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
Public- Institutions	E-Voting	34,118,976	29,675,342	86.9761	26,718,060	2,957,282	90.0345	9.9655
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34,118,976	29,675,342	86.9761	26,718,060	2,957,282	90.0345	9.9655
Public- Non Institutions	E-Voting	16,574,778	9,733,924	58.7273	9,131,151	602,773	93.8075	6.1925
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,574,778	9,761,147	58.8916	9,158,374	602,773	93.8248	6.1752
	Total	61,070,135	49,812,870	81.5667	46,252,815	3,560,055	92.8531	7.1469

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



M

Agenda No. 4: To consider and approve payment of remuneration for Financial Year 2021-22 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company.

Resolution required	Ordinary 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
Promoter and Promoter Group	E-Voting*	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
Public- Institutions	E-Voting*	34,118,976	29,675,342	86.9761	28,957,587	717,755	97.5813	2.4187
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34,118,976	29,675,342	86.9761	28,957,587	717,755	97.5813	2.4187
Public- Non Institutions	E-Voting*	16,574,778	9,733,924	58.7273	9,131,057	602,867	93.8065	6.1935
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,574,778	9,761,147	58.8916	9,158,280	602,867	93.8238	6.1762
	Total	61,070,135	49,812,870	81.5667	48,492,248	1,320,622	97.3488	2.6512

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



MV

Agenda No. 5: To consider and approve remuneration paid to Mr. Gregory Adam Foster, a Non-Executive Independent Director of the Company for Financial Year 2021-22.

Resolution required	Ordinary 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
Promoter and Promoter Group	E-Voting*	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
Public- Institutions	E-Voting*	34,118,976	29,675,342	86.9761	28,957,587	717,755	97.5813	2.4187
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34,118,976	29,675,342	86.9761	28,957,587	717,755	97.5813	2.4187
Public- Non Institutions	E-Voting*	16,574,778	9,733,924	58.7273	9,131,057	602,867	93.8065	6.1935
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,574,778	9,761,147	58.8916	9,158,280	602,867	93.8238	6.1762
	Total	61,070,135	49,812,870	81.5667	48,492,248	1,320,622	97.3488	2.6512

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



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Agenda No. 6: To consider and approve remuneration paid to Ms. Deepa Misra Harris, a Non-Executive Independent Director of the Company for Financial Year 2021-22.

Resolution required	Ordinary 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
Promoter and Promoter Group	E-Voting*	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
Public- Institutions	E-Voting*	34,118,976	29,675,342	86.9761	28,957,587	717,755	97.5813	2.4187
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34,118,976	29,675,342	86.9761	28,957,587	717,755	97.5813	2.4187
Public- Non Institutions	E-Voting*	16,574,778	9,733,924	58.7273	9,131,035	602,889	93.8063	6.1937
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,574,778	9,761,147	58.8916	9,158,258	602,889	93.8236	6.1764
	Total	61,070,135	49,812,870	81.5667	48,492,226	1,320,644	97.3488	2.6512

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



M/S

Agenda No. 7: To consider and approve payment of remuneration for Financial Year 2021-22 to Mr. Vikram Bakshi, a Non-Executive Independent Director of the Company.

Resolution required	Ordinary 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
Promoter and Promoter Group	E-Voting*	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
Public- Institutions	E-Voting*	34,118,976	29,675,342	86.9761	28,957,587	717,755	97.5813	2.4187
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34,118,976	29,675,342	86.9761	28,957,587	717,755	97.5813	2.4187
Public- Non Institutions	E-Voting*	16,574,778	9,733,924	58.7273	9,128,657	605,267	93.7819	6.2181
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,574,778	9,761,147	58.8916	9,155,880	605,267	93.7992	6.2008
	Total	61,070,135	49,812,870	81.5667	48,489,848	1,323,022	97.3440	2.6560

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



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Agenda No. 8: To consider and approve payment of remuneration for Financial Year 2021-22 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company.

Resolution required	Ordinary 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
Promoter and Promoter Group	E-Voting*	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
Public- Institutions	E-Voting*	34,118,976	29,675,342	86.9761	28,957,587	717,755	97.5813	2.4187
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34,118,976	29,675,342	86.9761	28,957,587	717,755	97.5813	2.4187
Public- Non Institutions	E-Voting*	16,574,778	9,733,924	58.7273	9,131,057	602,867	93.8065	6.1935
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,574,778	9,761,147	58.8916	9,158,280	602,867	93.8238	6.1762
	Total	61,070,135	49,812,870	81.5667	48,492,248	1,320,622	97.3488	2.6512

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



ML

Agenda No.9: To consider and approve managerial remuneration paid to Mr. Ajay Bijli, Chairman and Managing Director of the Company for the Financial Year 2021-22.

Resolution required	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
Promoter and Promoter Group	E-Voting*	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,376,381	10,376,381	100.0000	10,376,381	0	100.0000
Public- Institutions	E-Voting*	34,118,976	29,675,342	86.9761	29,403,785	271,557	99.0849	0.9151
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		34,118,976	29,675,342	86.9761	29,403,785	271,557	99.0849
Public- Non Institutions	E-Voting*	16,574,778	9,733,924	58.7273	9,131,057	602,867	93.8065	6.1935
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		16,574,778	9,761,147	58.8916	9,158,280	602,867	93.8238
Total	Total	61,070,135	49,812,870	81.5667	48,938,446	874,424	98.2446	1.7554

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



M

Agenda No. 10: To consider and approve managerial remuneration paid to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the Financial Year 2021-22.

Resolution required	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
Promoter and Promoter Group	E-Voting*	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
Public- Institutions	E-Voting*	34,118,976	29,675,342	86.9761	29,403,785	271,557	99.0849	0.9151
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34,118,976	29,675,342	86.9761	29,403,785	271,557	99.0849	0.9151
Public- Non Institutions	E-Voting*	16,574,778	9,733,924	58.7273	9,131,056	602,868	93.8065	6.1935
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,574,778	9,761,147	58.8916	9,158,279	602,868	93.8238	6.1762
	Total	61,070,135	49,812,870	81.5667	48,938,445	874,425	98.2446	1.7554

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



1/11

Agenda No. 11: To consider and approve special incentive to Mr. Ajay Bijli, Chairman and Managing Director of the Company for the Financial Year 2021-22.

Resolution required	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
Promoter and Promoter Group	E-Voting*	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
Public- Institutions	E-Voting*	34,118,976	29,616,617	86.8039	14,361,200	15,255,417	48.4903	51.5097
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34,118,976	29,616,617	86.8039	14,361,200	15,255,417	48.4903	51.5097
Public- Non Institutions	E-Voting*	16,574,778	7,635,273	46.0656	5,697,724	1,937,549	74.6237	25.3763
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,574,778	7,662,496	46.2299	5,724,947	1,937,549	74.7139	25.2861
	Total	61,070,135	47,655,494	78.0340	30,462,528	17,192,966	63.9224	36.0776

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).



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Agenda No. 12: To consider and approve special incentive to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the Financial Year 2021-22.

Resolution required	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
Promoter and Promoter Group	E-Voting*	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	10,376,381	10,376,381	100.0000	10,376,381	0	100.0000	0.0000
Public- Institutions	E-Voting*	34,118,976	29,616,617	86.8039	14,361,200	15,255,417	48.4903	51.5097
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	34,118,976	29,616,617	86.8039	14,361,200	15,255,417	48.4903	51.5097
Public- Non Institutions	E-Voting*	16,574,778	7,635,273	46.0656	5,697,724	1,937,549	74.6237	25.3763
	Poll		27,223	0.1642	27,223	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,574,778	7,662,496	46.2299	5,724,947	1,937,549	74.7139	25.2861
	Total	61,070,135	47,655,494	78.0340	30,462,528	17,192,966	63.9224	36.0776

*E-voting includes voting through remote e-voting and e-voting at the AGM (Instapoll).

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Arun Gupta & Associates

Company Secretaries

To,

The Chairman

PVR Limited

CIN: L74899DL1995PLC067827

61, Basant Lok, Vasant Vihar,

New Delhi – 110057


Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended and e-voting during the 27th Annual General Meeting of PVR Limited held on Thursday, July 21, 2022 at 11.00 A.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') pursuant to circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

1. Appointment of Scrutinizer

I, Arun Kumar Gupta, Proprietor of Arun Gupta & Associates, Practicing Company Secretary, was appointed as the Scrutinizer by the Board of Directors of PVR Limited (hereinafter referred to as the Company) for the remote e-voting as well as the e-voting by Members during the 27th Annual General Meeting ("AGM") of the Company held on Thursday, July 21, 2022 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our Responsibility as the Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 05, 2020 respectively read with clarification Circular No. 02/2021 dated January 13, 2021 and May 05, 2022 (collectively referred to as "Circulars") issued by the Ministry of Corporate Affairs and SEBI Circular No.  MCA
New Delhi
C.P. 8003
ACS 21227

Arun Gupta & Associates

Company Secretaries

SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars"), an advertisement was published in Business Standard (English Newspaper) and Business Standard (Vernacular Language Newspaper) on June 24, 2022 specifying the date and time of the AGM, availability of the AGM notice on Company's website and website of the Stock Exchanges, manner of registration of e-mail ids by the members (both physical and demat) who are yet to register their e-mail ids with the Company, manner of voting through remote e-voting or through e-voting system during the AGM etc.

2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited and National Stock Exchange of India Limited on June 28, 2022.

2.3 On account of the situation arising out of COVID-19 and in terms of the MCA Circulars and SEBI Circulars, the Company has dispatched the AGM Notice and Annual Reports on June 28, 2022 by e-mail to the Members who had registered their e-mail ids with the Company / Depositories based on the Register of Members and list of Beneficial Owners made available by M/s KFin Technologies Limited, the Registrar and Share Transfer Agent ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

3. Cut-off date

3.1 The Voting rights were reckoned as on Friday, July 15, 2022, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM, in respect of agenda item nos. 1 to 12 of the notice of AGM dated June 01, 2022.

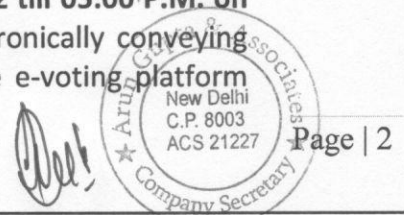
4. Remote e-voting process

4.1 Agency

The Company appointed M/s KFin Technologies Limited ("KFintech"), as the agency providing the platform for remote e-voting and e-voting during the AGM.

4.2 Remote e-voting period

Remote e-voting platform was open from 09:00 A.M. on July 18, 2022 till 05:00 P.M. on July 20, 2022 and Members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-voting platform <https://evoting.kfintech.com/>, provided by "KFintech".



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Company Secretaries

5. Voting at the AGM

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 as amended, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the annual general meeting, the facility for voting through e-voting at the AGM was made available only to the members who had not casted their vote by Remote e-voting.

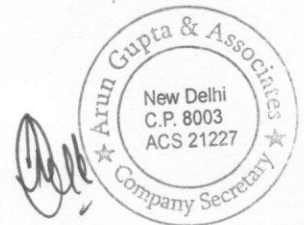
6. Counting Process

6.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members during the AGM, on the KFintech e-voting platform and downloaded the results for scrutiny.

7. Results

7.1 Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated June 01, 2022 are enclosed herewith.

7.2 Based on the aforesaid results, we report that **8 Ordinary Resolutions and 2 Special Resolutions** as set out in **Item Nos. 1 to 10** of the Notice of the 27th AGM dated **June 01, 2022** has been passed with the requisite majority and **2 Special Resolutions** as set out in **Item Nos. 11 and 12** has not been passed.



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Item No. 1: Ordinary Resolution

To consider and adopt: (a) the audited standalone financial statements of the Company for the Financial Year ended March 31, 2022, 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 March 31, 2022 and the report of Auditors thereon.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	406	44397771	93.10 %
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	423	44424994	93.11%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	20	3289225	6.89%
E-voting at the AGM/ Insta Poll	0	0	0.00%
Total	20	3289225	6.89%

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	1	2098651
E-voting at the AGM/ Insta Poll	0	0
Total	1	2098651

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 1** of the Notice of the AGM has been **passed with requisite majority.**




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Item No. 2: Ordinary Resolution

To appoint a Director in place of Ms. Renuka Ramnath (DIN: 00147182) who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	290	40807971	81.97 %
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	307	40835194	81.98%


(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	137	8977676	18.03 %
E-voting at the AGM/ Insta Poll	0	0	0.00%
Total	137	8977676	18.03 %

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM/ Insta Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 2** of the Notice of the AGM has been **passed with requisite majority**.




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Item No 3: Ordinary Resolution

To appoint Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	404	46225592	92.85%
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	421	46252815	92.85%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	23	3560055	7.15%
E-voting at the AGM/ Insta Poll	0	0	0.00%
Total	23	3560055	7.15%

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM/ Insta Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 3** of the Notice of the AGM has been **passed with requisite majority**.




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Item No 4: Ordinary Resolution

To consider and approve payment of remuneration for Financial Year 2021-22 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	400	48465025	97.35%
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	417	48492248	97.35%



(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	28	1320622	2.65%
E-voting at the AGM/ Insta Poll	0	0	0.00%
Total	28	1320622	2.65%

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM/ Insta Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 4** of the Notice of the AGM has been **passed with requisite majority**.

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Company Secretaries

Item No 5: Ordinary Resolution

To consider and approve remuneration paid to Mr. Gregory Adam Foster, a Non-Executive Independent Director of the Company for Financial Year 2021-22.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	400	48465025	97.35%
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	417	48492248	97.35%

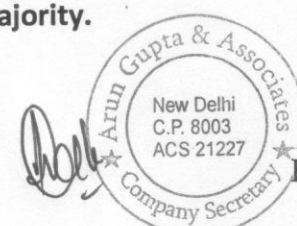
(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	28	1320622	2.65%
E-voting at the AGM/ Insta Poll	0	0	0
Total	28	1320622	2.65%

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM/ Insta Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 5** of the Notice of the AGM has been **passed with requisite majority**.



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Item No 6: Ordinary Resolution

To consider and approve remuneration paid to Ms. Deepa Misra Harris, a Non-Executive Independent Director of the Company for Financial Year 2021-22.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	399	48465003	97.35%
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	416	48492226	97.35%


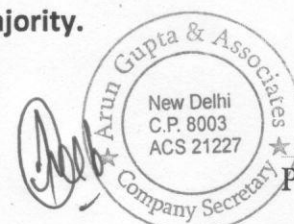
(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	29	1320644	2.65%
E-voting at the AGM/ Insta Poll	0	0	0.00%
Total	29	1320644	2.65%

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM/ Insta Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 6** of the Notice of the AGM has been **passed with requisite majority**.

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Company Secretaries

Item No 7: Ordinary Resolution

To consider and approve payment of remuneration for Financial Year 2021-22 to Mr. Vikram Bakshi, a Non-Executive Independent Director of the Company.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	399	48462625	97.34%
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	416	48489848	97.34%

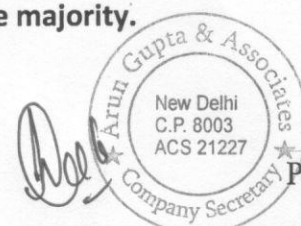
(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	29	1323022	2.66%
E-voting at the AGM/ Insta Poll	0	0	0.00%
Total	29	1323022	2.66%

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM/ Insta Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 7** of the Notice of the AGM has been **passed with requisite majority**.



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Company Secretaries

Item No 8: Ordinary Resolution

To consider and approve payment of remuneration for Financial Year 2021-22 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	400	48465025	97.35%
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	417	48492248	97.35%

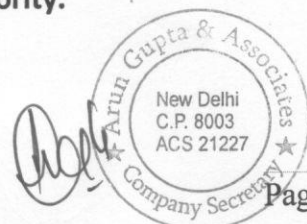
(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	28	1320622	2.65%
E-voting at the AGM/ Insta Poll	0	0	0
Total	28	1320622	2.65%

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM/ Insta Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 8** of the Notice of the AGM has been **passed with requisite majority**.



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Company Secretaries

Item No 9: Special Resolution

To consider and approve managerial remuneration paid to Mr. Ajay Bijli, Chairman and Managing Director of the Company for the Financial Year 2021-22.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	408	48911223	98.24%
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	425	48938446	98.24%

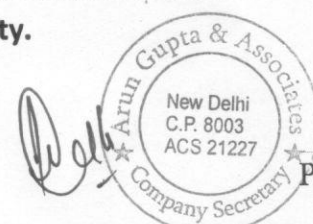
(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	20	874424	1.76%
E-voting at the AGM/ Insta Poll	0	0	0
Total	20	874424	1.76%

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM/ Insta Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 9** of the Notice of the AGM has been **passed with requisite majority**.



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Company Secretaries

Item No 10: Special Resolution

To consider and approve managerial remuneration paid to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the Financial Year 2021-22.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	408	48911222	98.24%
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	425	48938445	98.24%

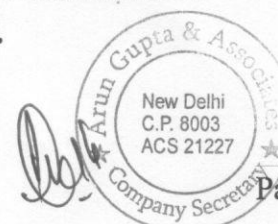
(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	20	874425	1.76%
E-voting at the AGM/ Insta Poll	0	0	0.00%
Total	20	874425	1.76%

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
E-voting at the AGM/ Insta Poll	0	0
Total	0	0

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 10** of the Notice of the AGM has been **passed with requisite majority**.



Arun Gupta & Associates

Company Secretaries

Item No 11: Special Resolution

To consider and approve special incentive to Mr. Ajay Bijli, Chairman and Managing Director of the Company for the Financial Year 2021-22.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	249	30435305	63.90%
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	266	30462528	63.92%

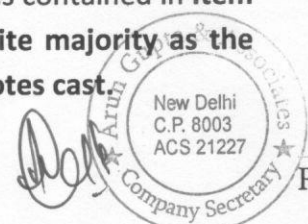
(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	175	17192966	36.10%
E-voting at the AGM/ Insta Poll	0	0	0.00%
Total	175	17192966	36.08%

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	3	2157376
E-voting at the AGM/ Insta Poll	0	0
Total	3	2157376

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 11** of the Notice of the AGM **has not been passed with requisite majority as the votes in favour (63.92%) of the Resolution are less than 75% of the votes cast.**



Arun Gupta & Associates

Company Secretaries

Item No 12: Special Resolution

To consider and approve special incentive to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the Financial Year 2021-22.

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	249	30435305	63.90%
E-voting at the AGM/ Insta Poll	17	27223	100.00%
Total	266	30462528	63.92%

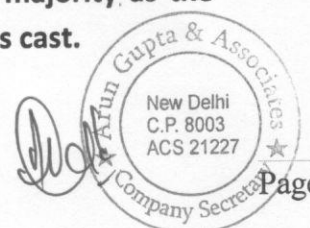
(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	175	17192966	36.10%
E-voting at the AGM/ Insta Poll	0	0	0.00%
Total	175	17192966	36.08%

(iii) Invalid Votes/ Abstain from Voting/ Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	3	2157376
E-voting at the AGM/ Insta Poll	0	0
Total	3	2157376

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 12** of the Notice of the AGM **has not been passed with requisite majority as the votes in favour (63.92 %) of the Resolution are less than 75% of the votes cast.**



Arun Gupta & Associates

Company Secretaries

8. The Register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the chairman considers, approves, and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.
9. The results of the Voting shall be declared by the Chairman or any other person authorized by Board.

Thanking you
Yours faithfully

For Arun Gupta & Associates



Arun Kumar Gupta
(Scrutinizer)

Membership No. 21227

C.P. No. 8003

UDIN: A021227D000670425



Counter signed by



Ajay Bijli
(Chairman of the meeting)



Place: New Delhi

Date: 22/07/2022

We, the undersigned witnesseth that the vote cast through remote e-voting and e-voting during AGM were unlocked from e-voting platform of KFintech in our presence.

Witness 1

JYOTI

Jyoti
R/O FLAT NO. 501, SARVAHIT
APARTMENTS, SECTOR-17, POCKET-A,
DWARKA, DELHI-110078.

Witness 2

EKta

EKta Sharma
R/O C-42, Sector-27,
Noida-201302