

20th January, 2021

National Stock Exchange 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 the Results of the voting conducted through e-voting & Postal Ballot concluded on 19th January, 2021.

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 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**

Pankaj Dhawan
Company Secretary cum Compliance Officer

Encl: A/a

Annexure A**Format for Voting Results**

Date of the AGM/EGM	19 th January, 2021
Total number of shareholders on record date	142683
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Details of Resolution Passed:

Resolution	Ordinary / Special Resolution	Mode of Voting
AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF EQUITY SHARES AND/OR ISSUANCE OF DEPOSITORY RECEIPTS INCLUDING AMERICAN DEPOSITORY RECEIPTS AND GLOBAL DEPOSITORY RECEIPTS OR BONDS INCLUDING FOREIGN CURRENCY CONVERTIBLE BONDS OR SECURITIES CONVERTIBLE INTO EQUITY SHARES OR NON-CONVERTIBLE DEBT INSTRUMENTS ALONG WITH WARRANTS OR ANY COMBINATION THEREOF FOR A SUM NOT EXCEEDING ₹ 800 CRORES INCLUDING PREMIUM BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT/PREFERENTIAL ALLOTMENT/ISSUE OF DEPOSITORY RECEIPTS OR ISSUE OF FOREIGN CURRENCY CONVERTIBLE BONDS OR SUCH OTHER PERMISSIBLE MODE OR COMBINATIONS THEREOF.	Special	E-Voting

RESOLUTION 1: AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF EQUITY SHARES AND/OR ISSUANCE OF DEPOSITORY RECEIPTS INCLUDING AMERICAN DEPOSITORY RECEIPTS AND GLOBAL DEPOSITORY RECEIPTS OR BONDS INCLUDING FOREIGN CURRENCY CONVERTIBLE BONDS OR SECURITIES CONVERTIBLE INTO EQUITY SHARES OR NON-CONVERTIBLE DEBT INSTRUMENTS ALONG WITH WARRANTS OR ANY COMBINATION THEREOF FOR A SUM NOT EXCEEDING ₹ 800 CRORES INCLUDING PREMIUM BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT/PREFERENTIAL ALLOTMENT/ISSUE OF DEPOSITORY RECEIPTS OR ISSUE OF FOREIGN CURRENCY CONVERTIBLE BONDS OR SUCH OTHER PERMISSIBLE MODE OR COMBINATIONS THEREOF.

Resolution required: (Ordinary/ Special)			Special					
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	10368261	10368261	100.00%	10368261	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		10368261	10368261	100.00%	10368261	0	100.00%
Public-Institutions	E-Voting	28446765	24302011	85.43%	24268018	33993	99.86%	0.14%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		28446765	24302011	85.43%	24268018	33993	99.86%
Public- Non Institutions	E-Voting	16357991	7824744	47.83%	7824703	41	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		16357991	7824744	47.83%	7824703	41	100.00%
Total		55173017	42495016	77.02%	42460982	34034	99.92%	0.08%

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Company Secretaries

Scrutinizer's Report

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

PVR Limited

CIN: L74899DL1995PLC067827

61, Basant Lok, Vasant Vihar,

New Delhi-110057

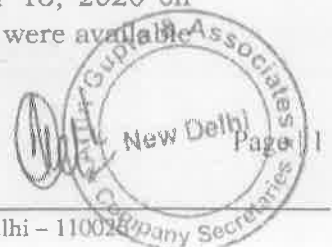
Subject: Postal Ballot Scrutinizer's Report by E-Voting Process

Dear Sir,

I, Arun Kumar Gupta, Proprietor of M/s Arun Gupta & Associates, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of **PVR LIMITED** for scrutinizing the e-voting process in fair and transparent manner pursuant to Section 110 of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the Resolution contained in the Postal Ballot Notice dated December 18, 2020.

The Company, pursuant to the Provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, required to provide e-voting facility to the Shareholders for passing of Resolution through Postal Ballot by e-voting process.

As per General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 in relation to "Clarification on passing of ordinary and Special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and due to difficulty in dispatch of Postal Ballot Notice / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company has sent the Postal Ballot Notice dated December 18, 2020 on December 19, 2020 by email only to the members whose email id were available with the Company / RTA.



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The Notice of Postal Ballot was sent to the members whose name appeared on the Register of Members/List of beneficiaries as on cut-off date i.e. December 11, 2020.

As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in "Jansatta" in all editions in Hindi ("the vernacular Language") and "Financial Express" in all edition in English on 20th December, 2020 confirming completion of dispatch of Notice of Postal Ballot/E-voting information by e-mail.

The Company has appointed KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), the service provider, for providing the facility of e-voting to the Members of the Company.

The e-voting period remained open from Monday, December 21, 2020 at 9:00 A.M. and ended on Tuesday, January 19, 2021 at 5:00 P.M. on the designated website of KFin Technologies Private Limited i.e. <https://evoting.karvy.com>.

Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

The Votes cast through electronic means were unblocked after the e-voting module was disabled by **KFin Technologies Private Limited** on 19th January, 2021 in the presence of two witnesses who are not in the employment of the Company. The data was scrutinized by me for verification of votes cast in favour and against the Resolution.

Votes cast through electronic means up to 5:00 P.M. of January 19, 2021 being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.

Since there was no voting by physical ballot form, the question of keeping the physical postal ballot under my safe custody before commencing the scrutiny, reporting on number of envelopes containing postal ballot form received after due date and upto the date of this report, reporting on number of envelopes containing postal ballot form returned undelivered and reporting on finding of defaced or mutilated ballot paper does not arise.

On proper scrutiny and summary of all the voting casted through remote e-voting process by the members, the voting results for the item placed for consideration of the members is as under:

ITEM NO. 1: SPECIAL RESOLUTION

AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF EQUITY SHARES AND/OR ISSUANCE OF DEPOSITORY RECEIPTS INCLUDING AMERICAN DEPOSITORY RECEIPTS AND GLOBAL DEPOSITORY RECEIPTS OR BONDS



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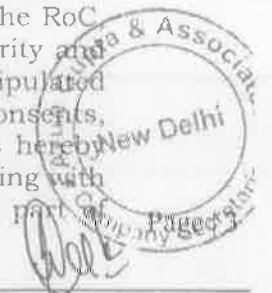
INCLUDING FOREIGN CURRENCY CONVERTIBLE BONDS OR SECURITIES CONVERTIBLE INTO EQUITY SHARES OR NON-CONVERTIBLE DEBT INSTRUMENTS ALONG WITH WARRANTS OR ANY COMBINATION THEREOF FOR A SUM NOT EXCEEDING ₹ 800 CRORES INCLUDING PREMIUM BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT/ PREFERENTIAL ALLOTMENT/ ISSUE OF DEPOSITORY RECEIPTS OR ISSUE OF FOREIGN CURRENCY CONVERTIBLE BONDS OR SUCH OTHER PERMISSIBLE MODE OR COMBINATIONS THEREOF.

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the **"Companies Act"**), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **"SEBI LODR Regulations"**), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the **"Stock Exchanges"**), the provisions of the Foreign Exchange Management Act, 1999, as amended (the **"FEMA"**), including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and amendments thereof (**"FCCB Scheme"**), the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the Reserve Bank of India (the **"RBI"**) as updated from time to time, as applicable, the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (the **"GoI"**) from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the GoI, the RBI, the Securities and Exchange Board of India (the **"SEBI"**), the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the **"RoC"**), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry, the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, the consent of the members be and is hereby accorded to create, issue, offer and allot in one or more tranches (including with provisions for reservation on firm and /or competitive basis, of such part of

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issue and for such categories of persons, as may be permitted), either in India or in the course of international offerings) in one or more foreign markets, equity shares of the Company with a face value of ₹ 10 each (the "Equity Shares"), Equity Shares against which American Depository Receipts ("ADRs") and Global Depository Receipts ("GDRs") may be issued, foreign currency convertible bonds ("FCCBs") and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/or non-convertible debt instruments along with warrants, or any combination thereof, whether Rupee denominated or denominated in foreign currency (the Equity Shares and all such other securities are hereinafter collectively referred to as the "Securities"), to such eligible investors including qualified institutional buyers (as defined in the SEBI ICDR Regulations) ("QIBs"), eligible foreign/non-resident investors and/or any other category of investors whether or not such investors are members of the Company, as the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) may determine in accordance with applicable law, by way of a qualified institutions placement ("QIP") in accordance with Chapter VI of the SEBI ICDR Regulations or by way of preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations or ADR/ GDR/ FCCB issuances or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, for an aggregate amount not exceeding ₹ 800 Crores (Rupees Eight Hundred Crores only), inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under applicable law), as may be deemed appropriate by the Board in its absolute discretion, all subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and/underwriter(s) or other advisor(s) appointed for such issue.

RESOLVED FURTHER THAT in the event that the issue is way of a QIP under the SEBI ICDR Regulations, the allotment of Securities or any combination thereof as may be decided by the Board, shall be completed within 365 days from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, provided that the Board may offer such discount as permitted under applicable law, on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, the Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment).

RESOLVED FURTHER THAT subject to relevant provisions of applicable laws, rules, regulations, as amended, from time to time, the "relevant date" for





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purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the proposed issue of Equity Shares, and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VI of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the issue of such convertible securities, subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time.

RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GoI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, pursuant to the provisions of the FCCB Scheme, the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, as updated from time to time and applicable pricing provisions issued by the Ministry of Finance, as applicable, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue.

RESOLVED FURTHER THAT the in the event that Securities are proposed to be issued as part of an ADR/GDR issue, the foreign depository authorised by the Board may issue depository receipts representing the underlying permissible securities in such form and with such features and attributes as may be permitted under applicable law and required to provide for the tradability and free transferability thereof as per prevalent market practices and regulations (including listing on permissible overseas stock exchange(s)).

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent market practices or as the Board may at its sole and absolute discretion deem fit, including but not limited to the terms and conditions, relating to payment of dividend, premium on redemption at the option of the Company and/or holders of any Securities, or variation of the price or period of conversion of Securities into Equity Shares or issue of Equity Shares during the





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period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

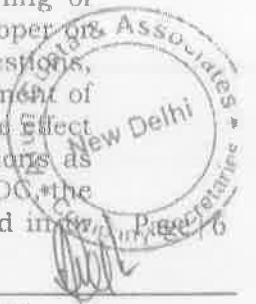
RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

a) The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and

b) Any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank pari passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution described above the Board or a committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the private placement offer letter/ preliminary as well as final placement document(s)/ offering circulars / information memoranda / prospectuses / offer documents and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, the nature and number of Securities to be allotted, determination of QIBs/eligible foreign/non-resident investors and/or any other eligible categories of investors to whom the Securities will be offered and allotted in accordance with applicable law, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter/ offering circulars / information memoranda / prospectuses / offer documents, and any addenda or corrigenda thereto, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) as may be necessary or required for the aforesaid purpose, and signing of declarations, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the book running lead manager(s), or other authorities or agencies involved in



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concerned with the issue of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to engage/appoint book running lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of the Securities on the Stock Exchanges.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors and Officer(s) of the Company to give effect to the aforesaid resolutions."

(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
E-voting	370	42460982	99.92%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	11	34034	0.08%

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid / Abstain from Voting:	Number of votes cast by them
E-voting	5	6279



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Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 1** of the Notice dated 18th December, 2020 has been **passed with requisite majority**, accordingly we request to the Chairman/ Authorised Signatory of the Company, to announce the voting result of Postal Ballot.

Note:

1. One Shareholder who holds 8 shares, voted for 4 shares in favour and 4 shares in against the Resolution.

We have e-mailed all the e-registers and records relating to e-voting for safe custody to the Company Secretary of the Company.

Thanking you
Yours faithfully

For Arun Gupta & Associates

Arun Kumar Gupta
(Scrutinizer)
Membership No. 21227
C.P. No. 8003
UDIN: A021227B002087940



Counter signed by

Pankaj Dhawan
(Company Secretary)



Place: New Delhi
Date: 20/01/2021

Witnesses:

1) Reema Miglani
Address: Flat No. 54, Block-9,
Moti Nagar, New Delhi-110015

2) Jyoti
Address: M-60, Majnu Ka Tilla,
Aruna Nagar, Delhi-110054