

30th September, 2020

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 that 25th Annual General Meeting (AGM) of the Company was held on 29th September, 2020 at 03:00 pm 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**

Pankaj Dhawan
Company Secretary cum Compliance Officer

Encl: A/a

DECLARATION OF VOTING RESULTS OF REMOTE E-VOTING AND E-VOTING BY MEMBERS DURING THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PVR LIMITED HELD ON TUESDAY, SEPTEMBER 29, 2020 AT 03.00 P.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 REQUIREMENT) REGULATIONS, 2015

SL. NO	DESCRIPTION	PARTICULARS				
A	Date of AGM	Tuesday, September 29, 2020				
B	Total Number of shareholders on record date (September 22, 2020)	145883				
C	No of shareholders present in the meeting either in person or through proxy	N.A.- As the meeting was convened through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM")				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES HELD BY THEM	% TO CAPITAL
	Promoter and Promoter Group	N.A	N.A	N.A	N.A	N.A
	Public	N.A	N.A	N.A	N.A	N.A
	Total	N.A	N.A	N.A	N.A	N.A
D	No. of shareholders attended the meeting through Video conferencing	77				

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, 2020, 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, 2020 and the report of auditors thereon.	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
2	To appoint a Director in place of Mr. Ajay Bijli (DIN 00531142) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)

3	To consider and appoint Ms. Pallavi Shardul Shroff (DIN 00013580) as an Independent Director on the Board of the Company.	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
4	To consider and appoint Mr. Anish Kumar Saraf (DIN 00322784) as a Director on the Board of the Company.	Ordinary	Remote E-Voting and E-voting at the AGM (Instapoll)
5	To consider and approve payment of remuneration for Financial Year 2019-20 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company.	Special	Remote E-Voting and E-voting at the AGM (Instapoll)
6	To consider and approve continuation of payment of managerial remuneration to Mr. Ajay Bijli, Managing Director and Chairman of the Company.	Special	Remote E-Voting and E-voting at the AGM (Instapoll)
7	To consider and approve continuation of payment of managerial remuneration to Mr. Sanjeev Kumar, Joint Managing Director of the Company.	Special	Remote E-Voting and E-voting at the AGM (Instapoll)
8	To consider and approve computation of net profits of the Company under Section 198 of the Companies Act, 2013 after disregarding the adjustments made pursuant to Indian Accounting Standard (IndAS) 116 – ‘Leases’ for determining the remuneration and limits thereof payable to Mr. Ajay Bijli, Chairman and Managing Director of the Company.	Special	Remote E-Voting and E-voting at the AGM (Instapoll)
9	To consider and approve computation of net profits of the Company under Section 198 of the Companies Act, 2013 after disregarding the adjustments made pursuant to Indian Accounting Standard (IndAS) 116 – ‘Leases’ for determining the remuneration and limits thereof payable to Mr. Sanjeev Kumar, Joint Managing Director of the Company.	Special	Remote E-Voting and E-voting at the AGM (Instapoll)

AGENDA WISE VOTING RESULT

Agenda No. 1: To consider and adopt: (a) the audited standalone financial statements of the Company for the Financial Year ended March 31, 2020, 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, 2020 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*	10,368,261	10,368,261	100.0000	10,368,261	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	10,368,261	10,368,261	100.0000	10,368,261	0	100.0000	0.0000
Public- Institutions	E-Voting*	27,908,396	23,551,716	84.3894	23,551,716	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	27,908,396	23,551,716	84.3894	23,551,716	0	100.0000	0.0000
Public- Non Institutions	E-Voting*	16,896,360	9,048,407	53.5524	9,048,321	86	99.9990	0.0010
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,896,360	9,048,407	53.5524	9,048,321	86	99.9990	0.0010
	Total	55,173,017	42,968,384	77.8793	42,968,298	86	99.9998	0.0002

***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 Mr. Ajay Bijli (DIN 00531142) who retires by rotation and being eligible offers himself 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*	10,368,261	10,368,261	100.0000	10,368,261	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		10,368,261	10,368,261	100.0000	10,368,261	0	100.0000
Public- Institutions	E-Voting*	27,908,396	23,551,716	84.3894	21,116,338	2,435,378	89.6594	10.3405
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,908,396	23,551,716	84.3894	21,116,338	2,435,378	89.6594
Public- Non Institutions	E-Voting*	16,896,360	10,263,016	60.7410	10,262,899	117	99.9989	10,263,016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		16,896,360	10,263,016	60.7410	10,262,899	117	99.9989
Total	Total	55,173,017	44,182,993	80.0808	41,747,498	2,435,495	94.4877	5.5123

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

Agenda No. 3: To consider and appoint Ms. Pallavi Shardul Shroff (DIN 00013580) as an Independent Director on the Board 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*	10,368,261	10,368,261	100.0000	10,368,261	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	10,368,261	10,368,261	100.0000	10,368,261	0	100.0000	0.0000
Public- Institutions	E-Voting*	27,908,396	22,149,450	79.3648	20,030,572	2,118,878	90.4337	9.5662
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	27,908,396	22,149,450	79.3648	20,030,572	2,118,878	90.4337	9.5663
Public- Non Institutions	E-Voting*	16,896,360	9,048,407	53.5524	9,048,269	138	99.9985	0.0015
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,896,360	9,048,407	53.5524	9,048,269	138	99.9985	0.0015
	Total	55,173,017	41,566,118	75.3378	39,447,102	2,119,016	94.9021	5.0979

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

Agenda No. 4: To consider and appoint Mr. Anish Kumar Saraf (DIN 00322784) as a Director on the Board 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*	10,368,261	10,368,261	100.0000	10,368,261	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		10,368,261	10,368,261	100.0000	10,368,261	0	100.0000
Public- Institutions	E-Voting*	27,908,396	23,551,716	84.3894	23,359,157	192,559	99.1823	0.8176
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,908,396	23,551,716	84.3894	23,359,157	192,559	99.1824
Public- Non Institutions	E-Voting*	16,896,360	10,263,016	60.741	10,262,890	126	99.9988	0.0012
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		16,896,360	10,263,016	60.741	10,262,890	126	99.9988
Total		55,173,017	44,182,993	80.0808	43,990,308	192,685	99.5639	0.4361

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

Agenda No. 5: To consider and approve payment of remuneration for Financial Year 2019-20 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company.

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*	10,368,261	10,368,261	100.0000	10,368,261	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	10,368,261	10,368,261	100.0000	10,368,261	0	100.0000	0.0000
Public- Institutions	E-Voting*	27,908,396	23,551,716	84.3894	20,415,253	3,136,463	86.6826	13.3173
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	27,908,396	23,551,716	84.3894	20,415,253	3,136,463	86.6827	13.3173
Public- Non Institutions	E-Voting*	16,896,360	10,263,016	60.741	10,262,885	131	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,896,360	10,263,016	60.741	10,262,885	131	99.9987	0.0013
	Total	55,173,017	44,182,993	80.0808	41,046,399	3,136,594	92.9009	7.0991

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

Agenda No. 6: To consider and approve continuation of payment of managerial remuneration to Mr. Ajay Bijli, Managing Director and Chairman of the Company.

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*	10,368,261	10,368,261	100.0000	10,368,261	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	10,368,261	10,368,261	100.0000	10,368,261	0	100.0000	0.0000
Public- Institutions	E-Voting*	27,908,396	23,548,476	84.3777	15,779,481	7,768,995	67.0085	32.9914
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	27,908,396	23,548,476	84.3777	15,779,481	7,768,995	67.0085	32.9915
Public- Non Institutions	E-Voting*	16,896,360	9,048,407	53.5524	9,048,265	142	99.9984	0.0016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,896,360	9,048,407	53.5524	9,048,265	142	99.9984	0.0016
	Total	55,173,017	42,965,144	77.8735	35,196,007	7,769,137	81.9176	18.0824

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

Agenda No. 7: To consider and approve continuation of payment of managerial remuneration to Mr. Sanjeev Kumar, Joint Managing Director of the Company.

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*	10,368,261	10,368,261	100.0000	10,368,261	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	10,368,261	10,368,261	100.0000	10,368,261	0	100.0000	0.0000
Public- Institutions	E-Voting*	27,908,396	23,548,476	84.3777	15,779,481	7,768,995	67.0085	32.9914
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	27,908,396	23,548,476	84.3777	15,779,481	7,768,995	67.0085	32.9915
Public- Non Institutions	E-Voting*	16,896,360	9,048,407	53.5524	9,048,290	117	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	16,896,360	9,048,407	53.5524	9,048,290	117	99.9987	0.0013
	Total	55,173,017	42,965,144	77.8735	35,196,032	7,769,112	81.9176	18.0824

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

Agenda No. 8: To consider and approve computation of net profits of the Company under Section 198 of the Companies Act, 2013 after disregarding the adjustments made pursuant to Indian Accounting Standard (IndAS) 116 – ‘Leases’ for determining the remuneration and limits thereof payable to Mr. Ajay Bijli, Chairman and Managing Director of the Company.

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*	10,368,261	10,368,261	100.0000	10,368,261	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		10,368,261	10,368,261	100.0000	10,368,261	0	100.0000
Public- Institutions	E-Voting*	27,908,396	23,548,476	84.3777	16,157,022	7,391,454	68.6117	31.3882
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,908,396	23,548,476	84.3777	16,157,022	7,391,454	68.6118
Public- Non Institutions	E-Voting*	16,896,360	9,048,407	53.5524	9,048,276	131	99.9986	0.0014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		16,896,360	9,048,407	53.5524	9,048,276	131	99.9986
Total	Total	55,173,017	42,965,144	77.8735	35,573,559	7,391,585	82.7963	17.2037

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

Agenda No. 9: To consider and approve computation of net profits of the Company under Section 198 of the Companies Act, 2013 after disregarding the adjustments made pursuant to Indian Accounting Standard (IndAS) 116 – ‘Leases’ for determining the remuneration and limits thereof payable to Mr. Sanjeev Kumar, Joint Managing Director of the Company.

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*	10,368,261	10,368,261	100.0000	10,368,261	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		10,368,261	10,368,261	100.0000	10,368,261	0	100.0000
Public- Institutions	E-Voting*	27,908,396	23,548,476	84.3777	16,157,022	7,391,454	68.6117	31.3882
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,908,396	23,548,476	84.3777	16,157,022	7,391,454	68.6118
Public- Non Institutions	E-Voting*	16,896,360	9,048,407	53.5524	9,048,276	131	99.9986	0.0014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		16,896,360	9,048,407	53.5524	9,048,276	131	99.9986
Total	Total	55,173,017	42,965,144	77.8735	35,573,559	7,391,585	82.7963	17.2037

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

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 by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and e-voting during the 25th Annual General Meeting of PVR Limited held on Tuesday, 29th September, 2020 at 03.00 P.M. 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 25th Annual General Meeting ("AGM") of the Company held on Tuesday, 29th September, 2020 at 03:00 P.M. 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 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, advertisement was published in Business Standard (English

Page | 1

Arun Gupta & Associates

Company Secretaries

newspaper) and Business Standard (vernacular language newspaper) on 02nd September, 2020 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 email ids by the members (both physical and demat) who are yet to register their email 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 01st September, 2020.

2.3 On account of the situation arising out of COVID-19 and in terms of the MCA Circulars, the Company has sent the AGM Notice and Annual Reports on 01st September, 2020 by e-mail to the Members who had registered their email ids with the Company / Depositories based on the Register of Members and list of Beneficial Owners made available by M/s KFin Technologies Private 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 Tuesday, 22nd September, 2020, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

4. Remote e-voting process

4.1 Agency

The Company appointed **M/s KFin Technologies Private 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 Saturday, 26th September, 2020 till 05:00 P.M. on Monday, 28th September, 2020** 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 provided by KFintech.

5. Voting at the AGM

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast

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Company Secretaries

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 in the presence of Ms. Reema Miglani and Ms. Jyoti who are not in employment of the Company and downloaded the results.

7. Results

7.1 Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 24th August, 2020 are enclosed herewith.

7.2 Based on the aforesaid results, we report that **4 Ordinary Resolutions and 5 Special Resolutions** as set out in **Item Nos. 1 to 9** of the Notice of the 25th AGM dated **24th August, 2020 have been passed with the requisite majority.**



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Company Secretaries

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, 2020, 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, 2020 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	305	42968114	100.00%
E-voting at the AGM/ Insta Poll	7	184	100.00%
Total	312	42968298	100.00%

(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	7	86	0.00%
E-voting at the AGM/ Insta Poll	0	0	0.00%
Total	7	86	0.00%

(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	1220479
E-voting at the AGM/ Insta Poll	0	0
Total	3	1220479

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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Company Secretaries

Item No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Ajay Bijli (DIN 00531142) who retires by rotation and being eligible offers himself 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	287	41747330	94.49%
E-voting at the AGM/ Insta Poll	6	168	91.30%
Total	293	41747498	94.49%

(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	26	2435479	5.51%
E-voting at the AGM/ Insta Poll	1	16	8.70%
Total	27	2435495	5.51%

(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	2	5870
E-voting at the AGM/ Insta Poll	0	0
Total	2	5870

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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Company Secretaries

Item No 3: Ordinary Resolution

To consider and appoint Ms. Pallavi Shardul Shroff (DIN 00013580) as an Independent Director on the Board 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	287	39446934	94.90%
E-voting at the AGM/ Insta Poll	6	168	91.30%
Total	293	39447102	94.90%

(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	2119000	5.10%
E-voting at the AGM/ Insta Poll	1	16	8.70%
Total	24	2119016	5.10%

(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	5	2622745
E-voting at the AGM/ Insta Poll	0	0
Total	5	2622745

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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Company Secretaries

Item No 4: Ordinary Resolution

To consider and appoint Mr. Anish Kumar Saraf (DIN 00322784) as a Director on the Board 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	301	43990140	99.56%
E-voting at the AGM/ Insta Poll	6	168	91.30%
Total	307	43990308	99.56%

(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	12	192669	0.44%
E-voting at the AGM/ Insta Poll	1	16	8.70%
Total	13	192685	0.44%

(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	2	5870
E-voting at the AGM/ Insta Poll	0	0
Total	2	5870

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**.



Arun Gupta & Associates

Company Secretaries

Item No 5: Special Resolution

To consider and approve payment of remuneration for Financial Year 2019-20 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	289	41046231	92.90%
E-voting at the AGM/ Insta Poll	6	168	91.30%
Total	295	41046399	92.90%

(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	24	3136578	7.10%
E-voting at the AGM/ Insta Poll	1	16	8.70%
Total	25	3136594	7.10%

(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	2	5870
E-voting at the AGM/ Insta Poll	0	0
Total	2	5870

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



Arun Gupta & Associates

Company Secretaries

Item No 6: Special Resolution

To consider and approve continuation of payment of managerial remuneration to Mr. Ajay Bijli, Managing Director and Chairman 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	224	35195839	81.92%
E-voting at the AGM/ Insta Poll	6	168	91.30%
Total	230	35196007	81.92%

(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	87	7769121	18.08%
E-voting at the AGM/ Insta Poll	1	16	8.70%
Total	88	7769137	18.08%

(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	4	1223719
E-voting at the AGM/ Insta Poll	0	0
Total	4	1223719

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



Arun Gupta & Associates

Company Secretaries

Item No 7: Special Resolution

To consider and approve continuation of payment of managerial remuneration to Mr. Sanjeev Kumar, Joint Managing 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	225	35195864	81.92%
E-voting at the AGM/ Insta Poll	6	168	91.30%
Total	231	35196032	81.92%

(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	86	7769096	18.08%
E-voting at the AGM/ Insta Poll	1	16	8.70%
Total	87	7769112	18.08%

(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	4	1223719
E-voting at the AGM/ Insta Poll	0	0
Total	4	1223719

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



Arun Gupta & Associates

Company Secretaries

Item No 8: Special Resolution

To consider and approve computation of net profits of the Company under Section 198 of the Companies Act, 2013 after disregarding the adjustments made pursuant to Indian Accounting Standard (IndAS) 116 – ‘Leases’ for determining the remuneration and limits thereof payable to Mr. Ajay Bijli, Chairman and Managing 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	223	35573391	82.80%
E-voting at the AGM/ Insta Poll	6	168	91.30%
Total	229	35573559	82.80%

(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	89	7391569	17.20%
E-voting at the AGM/ Insta Poll	1	16	8.70%
Total	90	7391585	17.20%

(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	4	1223719
E-voting at the AGM/ Insta Poll	0	0
Total	4	1223719

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



Arun Gupta & Associates

Company Secretaries

Item No 9: Special Resolution

To consider and approve computation of net profits of the Company under Section 198 of the Companies Act, 2013 after disregarding the adjustments made pursuant to Indian Accounting Standard (IndAS) 116 – ‘Leases’ for determining the remuneration and limits thereof payable to Mr. Sanjeev Kumar, Joint Managing 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	223	35573391	82.80%
E-voting at the AGM/ Insta Poll	6	168	91.30%
Total	229	35573559	82.80%

(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	89	7391569	17.20%
E-voting at the AGM/ Insta Poll	1	16	8.70%
Total	90	7391585	17.20%

(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	4	1223719
E-voting at the AGM/ Insta Poll	0	0
Total	4	1223719

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**.



Arun Gupta & Associates

Company Secretaries

8. Less votes were casted by one of the shareholder for 2289 shares, Accordingly, the same is not included in the total number of votes mentioned in above resolutions,
9. 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.
10. 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: A021227B000817011



Counter signed by

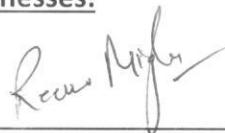


Ajay Bijli
(Chairman of the meeting)

Place: New Delhi

Date: 30/09/2020

Witnesses:

1)  _____

Name: Reema Miglani
Address: 438, Dr. Mukherjee Nagar,
New Delhi-110009

2)  _____

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