

22nd June, 2020

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: Annual Secretarial Compliance Report for the period ended on 31st
March, 2020**

Dear Sir,

Pursuant to Securities and Exchange Board of India Circular no. CIR/CFD/CMD1/27/2019 dated 08th February, 2019, please find enclosed Annual Secretarial Compliance Report for the period ended on 31st March, 2020 issued by M/s Arun Gupta & Associates Company Secretaries.

This is for your information and records.

Thanking You.

Yours faithfully
For **PVR Limited**

Pankaj Dhawan
Company Secretary cum Compliance Officer

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

Arun Gupta & Associates

Company Secretaries

Secretarial Compliance Report of PVR Limited for financial year ended on 31st March, 2020

To

PVR Limited

(CIN: L74899DL1995PLC067827)

61, Basant Lok, Vasant Vihar,

New Delhi – 110057

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

- (a) all the documents and records made available to us and explanation provided by PVR Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification and considering the relaxations granted by the Securities and Exchange Board of India due to spread of the COVID-19 pandemic,

for the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:

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

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable as the Company has not bought back/proposed to buyback any of its securities during the financial year under review.)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable as the Company has not issued any Non-Convertible and Redeemable Preference Shares)
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (i) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to the obligations of the Issuer Company);
 - (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfers Agents) Regulations, 1993 regarding the Act and dealing with Client.
- and Circulars/ guidelines issued thereunder;

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

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

**For Arun Gupta & Associates
Company Secretaries**



**Arun Kumar Gupta
Company Secretary
ACS No.: 21227**



Place: New Delhi

Date: 19.06.2020

C P No.: 8003

UDIN: A021227B000358047

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Note: The Government of India has notified a complete lockdown in the country from March 25, 2020 for prevention and containment of Covid-19. This has resulted in many restrictions, including free movement of people. Therefore, we were not able to personally visit the office of the Listed Entity for verification of physical documents and have obtained most of the documents in electronic mode. The explanations from the concerned officials of the Listed Entity have been obtained either orally or electronically.


