

January 30, 2019

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 29th January, 2019.

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

Format for Voting Results

Date of the AGM/EGM	29 th January, 2019
Total number of shareholders on record date	34,824
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	324
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

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 OR SECURITIES CONVERTIBLE INTO EQUITY SHARES OR NCDS WITH WARRANTS FOR A SUM NOT EXCEEDING ₹ 750 CRORES INCLUDING PREMIUM BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT.	Special	Postal Ballot + E-Voting



RESOLUTION 1: AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF EQUITY SHARES OR SECURITIES CONVERTIBLE INTO EQUITY SHARES OR NCDS WITH WARRANTS FOR A SUM NOT EXCEEDING Rs. 750 CRORES INCLUDING PREMIUM BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT.

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	94,65,305	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		93,36,190	98.64%	93,36,190	0	100.00%	0.00%
	Total		93,36,190	98.64%	93,36,190	0	100.00%	0.00%
Public-Institutions	E-Voting	2,53,17,425	2,13,27,311	84.24%	2,02,96,484	10,30,827	95.17%	4.83%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,13,27,311	84.24%	2,02,96,484	10,30,827	95.17%	4.83%
Public- Non Institutions	E-Voting	119,55,858	84,34,514	70.55%	84,34,360	154	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		3,01,545	2.52%	3,01,545	0	100.00%	0.00%
	Total		87,36,059	73.07%	87,35,905	154	100.00%	0.00%
Total		4,67,38,588	3,93,99,560	84.30%	3,83,68,579	10,30,981	97.38%	2.62%



Arun Gupta & Associates

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: Consolidated Scrutinizer's Report on Postal Ballot and E-Voting

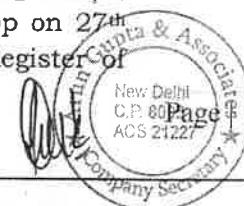
Dear Sir,

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 **M/s PVR LIMITED** for scrutinizing the e-voting process and physical Postal Ballot 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 21st December, 2018.

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.

As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, an advertisements were published by the Company in "**Financial Express**" in all editions in English and in "**Economic Times**" all Editions in Hindi ("the vernacular Language") on 28th December, 2018 confirming completion of dispatch of Notice of Postal Ballot by Registered Post and Email, wherever applicable, to the members.

The Company has completed the dispatch of Postal Ballot and e-voting Notice, Postal Ballot forms along with postage prepaid business reply envelop on 27th December, 2018 to its members whose name(s) appeared on the Register of Members/List of beneficiaries as on 14th December, 2018.



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The Company has appointed 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, 31st December, 2018 at 9:00 A.M. and ended on Tuesday, 29th January, 2019 at 5:00 P.M. on the designated website of Karvy Fintech Private Limited i.e. <https://evoting.karvy.com>.

The Members of the Company had an option to cast their vote on the Resolution either through the Postal Ballot or e-voting facility.

I have downloaded the data of e-voting after the e-voting module was disabled by **Karvy Fintech Private Limited** on 29th January, 2019 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.

All Postal Ballot forms received till 29th January, 2019 upto 5:00 P.M., the last date and time fixed by the Company for receipt of the Postal Ballot were considered for my scrutiny and the envelopes containing Postal Ballot forms received after 5:00 P.M. on 29th January, 2019 were not considered for my scrutiny.

The Physical Postal Ballot forms received from the members were duly opened, verified and recorded in a register maintained for the purpose. Further the votes casted through E-voting have also been recorded in register maintained separately.

On proper scrutiny and summary of all the Postal Ballots and e-voting cast by the members, the consolidated voting results for the items placed for consideration of the members are 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 OR SECURITIES CONVERTIBLE INTO EQUITY SHARES OR NCDS WITH WARRANTS FOR A SUM NOT EXCEEDING Rs. 750 CRORES INCLUDING PREMIUM BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT.

“RESOLVED THAT pursuant to the provisions of Sections 23, 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, including without limitation, the provisions of the Securities and

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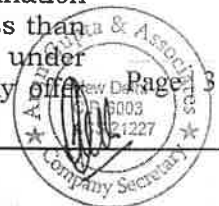
Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI LODR Regulations"), the listing agreements entered 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 (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (the "GoI"), the Reserve Bank of India (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 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, equity shares of the Company with a face value of Rs.10 each (the "Equity Shares"), or securities convertible into Equity Shares, or non-convertible debt instruments along with warrants, or any combination thereof (the Equity Shares and all such other securities are hereinafter collectively referred to as the "Securities"), to such eligible qualified institutional buyers (as defined in the SEBI ICDR Regulations) ("QIBs"), 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, for an aggregate amount not exceeding Rs. 750 Crores (Rupees Seven Hundred and Fifty 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/or other advisor(s) appointed for such issue. The number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT the allotment of Securities, or any combination thereof as may be decided by the Board, shall be 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

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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 the 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 securities.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

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

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), as applicable, the nature and number of Securities to be allotted, determination of QIBs 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 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 the



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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 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.

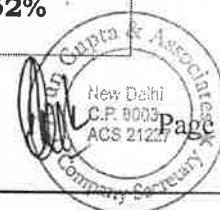
RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors and Officer(s) of the Company to give effect to the aforesaid resolutions."

(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	189	28,730,844	96.54%
Postal Ballot	120	9,637,735	100.00%
Total	309	38,368,579	97.38%

(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	10	1,030,981	3.46%
Postal Ballot	0	0	0%
Total	10	1,030,981	2.62%



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(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
E-voting	3	2,750
Postal Ballot	5	148
Total	8	2,898

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 1** of the Notice dated 21st December, 2018 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.

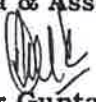
Note:

1. Two Shareholders who holds 75 shares, voted in favour and against in Resolution No.1 has been considered invalid.
2. One Shareholder who holds 4 shares has opted for both the facilities however for this purpose only electronic voting has been considered valid and physical voting has been considered invalid.

I shall hand over the Postal Ballot forms and other related papers / Registers and records for safe custody to the Company Secretary of the Company, who have been authorized by the Board to supervise the entire Postal Ballot and E-voting process.

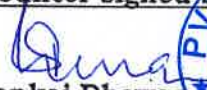
Thanking you
Yours faithfully

For Arun Gupta & Associates


CS Arun Kumar Gupta
(Scrutinizer)
Membership No. 21227
C.P. No. 8003



Counter signed by

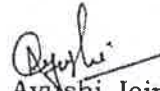

Pankaj Dhawan
(Company Secretary)



Place: New Delhi
Date: 30/01/2019

Witnesses:

1) Reema Miglani
Address: 380, Dr. Mukherjee Nagar,
New Delhi-110009


2) Ayushi Jain
Address: C-5/13/C
Karawal Nagar - New Delhi-01

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