

21st March, 2024

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: PVRINOX/ 532689

Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sirs,

We are pleased to inform you about the Results on the e-voting conducted through Postal Ballot concluded on 21st March, 2024.

In terms of provisions of Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting results in Annexure "A" is enclosed hereto 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 INOX Limited**

Mukesh Kumar
SVP - Company Secretary
& Compliance Officer

Annexure 1**Format for Voting Results**

Date of the AGM/EGM/Postal Ballot	21-03-2024
Total number of shareholders on Cut-off date i.e. February 16, 2024	2,41,742
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA

Details of Resolution Passed:

Sr. No.	Resolution	Ordinary / Special Resolution	Mode of Voting
1	To approve the appointment of Mr. Dinesh Kanabar (DIN 00003252) as an Independent Director on the Board of the Company.	Special Resolution	E-voting
2	To approve the appointment of Mr. Shishir Bajjal (DIN 00089265) as an Independent Director on the Board of the Company.	Special Resolution	E-voting

1. SPECIAL RESOLUTION: To approve the appointment of Mr. Dinesh Kanabar (DIN 00003252) as an Independent Director on the Board of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2732007 6	2732007 6	100	2732007 6	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		2732007 6	2732007 6	100	2732007 6	0	100
Public Institutions	E-voting	5273260 5	4801924 1	91.0617653	3700815 7	1101108 4	77.06943348	22.93056652
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		5273260 5	4801924 1	91.0617653	3700815 7	1101108 4	77.06943348
Public Non-Institutions	E-voting	1808176 5	1932328 2	10.6866116	1390468	541860	71.95817687	28.04182313
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		1808176 5	1932328 2	10.6866116	1390468	541860	71.95817687
Total		9813444 6	7727164 5	78.7405932 9	6571870 1	1155294 4	85.04892189	14.95107811

2. SPECIAL RESOLUTION: To approve the appointment of Mr. Shishir Baijal (DIN 00089265) as an Independent Director on the Board of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	27320076	27320076	100	27320076	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		27320076	27320076	100	27320076	0	100
Public Institutions	E-voting	52732605	48019241	91.0617653	47314677	704564	98.53274649	1.467253512
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		52732605	48019241	91.0617653	47314677	704564	98.53274649
Public Non-Institutions	E-voting	18081765	1932018	10.68489719	1929594	2424	99.87453533	0.12546467
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		18081765	1932018	10.68489719	1929594	2424	99.87453533
Total		98134446	77271335	78.74027739	76564347	706988	99.08505787	0.914942132



DPV & ASSOCIATES LLP

COMPANY SECRETARIES, LLPIN: AAV-8350

Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 /

Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010

E-mail: dpv@dpvassociates.com / devesh@dpvassociates.com

Scrutinizer's Report

Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014('the Rules') read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations')

To,

The Chairman

PVR INOX Limited

(Formerly known as PVR Limited)

(CIN: L74899MH1995PLC387971)

Registered Office at:

7th Floor, Lotus Grandeur Building, Veera Desai
Road, Opposite Gundecha Symphony, Andheri
(West), Mumbai, Maharashtra, 400053

Corporate Office at:

Block A, 4th Floor, Building No. 9,
DLF Cyber City, Phase – III,
Gurgaon-122002

Dear Sir,

I, Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of the Company on February 08, 2024, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020,10/2021, 20/2021, 3/2022, 11/2022 and 9/2023 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively ('MCA Circulars'), LODR Regulations, Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated February 08, 2024:

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	To approve the appointment of Mr. Dinesh Kanabar (DIN 00003252) as an Independent Director on the Board of the Company
2.	Special Resolution	To approve the appointment of Mr. Shishir Baijal (DIN 00089265) as an Independent Director on the Board of the Company

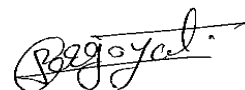
I submit my report as under:

1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-Voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on February 16, 2024 ('cut-off date').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including MCA Circulars/ LODR Regulations in respect of the resolutions contained in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer are restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Postal Ballot Notice, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL).
3. The Company has published an advertisement on February 21, 2024 regarding service of Postal Ballot Notice to eligible members in English language newspaper "Business Standard" and in Marathi language newspaper "Loksatta".
4. The Members of the Company holding shares as on the cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of NSDL viz. www.evotingnsdl.com.

5. The remote e-Voting commenced on February 21, 2024, 09:00 A.M. and ended on March 21, 2024, 05:00 P.M. Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by NSDL on its designated website i.e. ['https://www.evoting.nsdl.com/'](https://www.evoting.nsdl.com/).
6. The remote e-voting was unblocked on March 21, 2024 after 05:00 P.M. in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar, who are not in the employment of the Company and have signed below:



Mukesh Sharma



Parveen Kumar

7. Thereafter, the particulars of remote e-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for this purpose and the remote e-voting was reconciled with the register of members of the Company as on cut-off date as maintained by RTA of the Company.
8. As on the cut-off date, the fully paid-up share capital of the Company was Rs. 98,13,44,460/- (Rupees Ninety Eight Crore Thirteen Lakh Forty Four Thousand Four Hundred and Sixty only) divided into 9,81,34,446 (Nine Crore Eighty One Lakh Thirty Four Thousand Four Hundred and Forty Six) Equity Shares of Rs. 10/- (Rupees Ten Only) each.
9. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:
- I. To approve the appointment of Mr. Dinesh Kanabar (DIN 00003252) as an Independent Director on the Board of the Company:**

Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	6,57,18,701	-	6,57,18,701	85.0489
Dissent	1,15,52,944	-	1,15,52,944	14.9511
Total	7,72,71,645	-	7,72,71,645	100

Accordingly, the above resolution is passed with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure A**'.

II. To approve the appointment of Mr. Shishir Baijal (DIN 00089265) as an Independent Director on the Board of the Company:

Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	7,65,64,347	-	7,65,64,347	99.0851
Dissent	7,06,988	-	7,06,988	0.9149
Total	7,72,71,335	-	7,72,71,335	100

Accordingly, the above resolution is passed with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

10. Based on the afore said results, the resolutions as mentioned above are deemed to have been passed on March 21, 2024 being the last date of remote e-voting for the Members of the Company.
11. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to the Company Secretary & Compliance Officer of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

For DPV & Associates LLP
Company Secretaries
Firm Reg. No.: L2021DE009500
Peer Review Certificate No. 2792/2022
DEVESH Digitally signed by
KUMAR DEVESH KUMAR
VASISHT VASISHT
Date: 2024.03.21
20:00:37 +05'30'
Devesh Kumar Vasisht
Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488E003617931

Date: March 21, 2024
Place: New Delhi

For PVR INOX Limited
(formerly known as PVR Limited)
Countersigned by

MUKESH Digitally signed
by MUKESH
KUMAR
KUMAR Date: 2024.03.21
20:08:53 +05'30'

Mukesh Kumar
SVP-Company Secretary &
Compliance Officer
Authorised by the Chairman

Date: March 21, 2024
Place: Gurugram

Annexure-A

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	1,084	7,72,71,645	77,27,16,450
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	1,084	7,72,71,645	77,27,16,450
d) Votes with assent for the resolution	965	6,57,18,701	65,71,87,010
e) Votes with dissent for the resolution	119	1,15,52,944	11,55,29,440

Annexure-B

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	1078	7,72,71,335	77,27,13,350
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	1078	7,72,71,335	77,27,13,350
d) Votes with assent for the resolution	996	7,65,64,347	76,56,43,470
e) Votes with dissent for the resolution	82	7,06,988	70,69,880

.....End of Report.....