

26<sup>th</sup> September, 2023

**National Stock Exchange of India Limited**

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Plot No. C/1, G Block,  
Bandra Kurla Complex,  
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**BSE Limited**

Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
PJ Towers, Dalal Street,  
Fort, Mumbai - 400 001  
Fax: 022-22723121/1278

**Company Code: PVR INOX/ 532689**

**Sub: Proceedings of the 28<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday, 26<sup>th</sup> September, 2023 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).**

**Re: Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

Please find enclosed the Proceedings of the 28<sup>th</sup> Annual General Meeting of the Company held on Tuesday, September 26, 2023 at 11:00 a.m. (IST), through Video Conferencing (VC)/ Other Audio - Visual Means (OAVM) facility in compliance with the applicable provisions of the Companies Act, 2013 read with Rules made thereunder, circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, for transacting the business mentioned in the 28<sup>th</sup> AGM Notice dated 15<sup>th</sup> May, 2023 convening the AGM. The Meeting concluded at 12:06 p.m. (IST)

The proceedings of the AGM will also be available on the website of the Company at [www.pvrcinemas.com](http://www.pvrcinemas.com)

This is for your information and records.

Thanking You.

Yours faithfully,  
For **PVR INOX Limited**

**Mukesh Kumar**  
**SVP Company Secretary**  
**& Compliance Officer**

**PVR INOX LIMITED** (Formerly known as PVR Limited)

**Proceedings of the 28<sup>th</sup> Annual General Meeting (AGM) of PVR INOX Limited held on Tuesday, 26<sup>th</sup> September, 2023**

The 28<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was held today on Tuesday, September 26, 2023 at 11:00 a.m. (IST), through Video Conferencing (VC)/ Other Audio- Visual Means (OAVM) in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India and as per the applicable provisions of the Companies Act, 2013 and the Rules thereunder.

The Company Secretary informed the Members that the Company had taken all feasible steps to ensure that the Members were provided an opportunity to participate in the 28<sup>th</sup> Annual General Meeting (AGM/Meeting) and vote. Adequate video-conferencing facility of the Meeting had also been provided.

The 28<sup>th</sup> AGM of the Members of the Company commenced at 11.00 A.M.(IST).

Mr. Pavan Kumar Jain, Chairman of the 28<sup>th</sup> AGM of the Company took the Chair. Since the requisite quorum was present, the Chairman ordered the commencement of proceedings of the Meeting. He further handed over the proceedings of the AGM to Mr. Ajay Bijli, Managing Director of the Company for his speech to the shareholders of the Company.

Mr. Ajay Bijli, Managing Director of the Company, introduced the Directors, Key Managerial Personnel, Statutory Auditors and Secretarial Auditors attending the meeting. The Managing Director then read his Speech.

The Chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee were also present at the AGM.

The Statutory Auditors, Secretarial Auditors for Financial Year 2022-23 and Scrutinizer for the AGM were also present during the Meeting.

The Company Secretary informed that, the remote e-voting was commenced from Friday, 22<sup>nd</sup> September, 2023 at 9.00 a.m. and ended on Monday, 25<sup>th</sup> September, 2023 at 5.00 P.M. (IST) (both days inclusive). Further, the facility for e-voting during the AGM was also provided to the Members of the Company and the same remained open for 15 minutes after the conclusion of the AGM.

The Company Secretary further informed the Members that the Notice convening the AGM and a copy of the Annual Report for the financial year ended 31<sup>st</sup> March, 2023 had already been sent to all Members of the Company electronically within the statutory period, whose email IDs were registered with the Company/ RTA/ Depository Participant(s) and the Notice of the AGM was taken as read.

The Company Secretary confirmed that the Auditors Report on the standalone and consolidated financial statements and the Secretarial Audit Report of the Company for the Financial Year ended March 31, 2023 did not contain any qualification, reservation, adverse remark or disclaimer.

The questions and suggestions from Members who attended the Meeting virtually and registered themselves as a speaker shareholder for the Meeting were considered, fair opportunities were given to the Members of the Company to seek clarifications and/ or offer

comments to the items of the business and the same were adequately answered/ clarified at the Meeting/ will be sent to the shareholders over their e-mails separately.

The following items of business as set out in the Notice calling the Meeting were proposed for Members' approval through remote e-voting and e-voting facility given during AGM to the Members who have attended the Meeting virtually to cast their votes:

<b>Item No.</b>	<b>Brief Description</b>	<b>Type of Resolution</b>
1	To consider and adopt: (a) the audited standalone financial statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2023, 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 31 <sup>st</sup> March 2023 and the report of Auditors thereon.	Ordinary Resolution
2	To appoint a Director in place of Mr. Sanjeev Kumar (DIN 00208173) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution
3	To appoint a Director in place of Ms. Renuka Ramnath (DIN 00147182) who retires by rotation and being eligible offers herself for re-appointment.	Ordinary Resolution
4	To consider and approve payment of remuneration for Financial Year 2022-23 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company.	Ordinary Resolution
5	To consider and approve payment of remuneration for Financial Year 2022-23 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company.	Ordinary Resolution
6	To consider and approve remuneration paid to Ms. Deepa Misra Harris, a Non-Executive Independent Director (resigned w.e.f. 09 <sup>th</sup> February, 2023) of the Company for Financial Year 2022-23.	Ordinary Resolution
7	To consider and approve payment of remuneration for Financial Year 2022-23 to Mr. Vikram Bakshi, a Non-Executive Independent Director (resigned w.e.f. 09 <sup>th</sup> February, 2023) of the Company.	Ordinary Resolution
8	To consider and approve remuneration paid to Mr. Gregory Adam Foster, a Non-Executive Independent Director (resigned w.e.f. 09 <sup>th</sup> February, 2023) of the Company for Financial Year 2022-23.	Ordinary Resolution
9	To consider and approve managerial remuneration paid to Mr. Ajay Bijli, Managing Director of the Company for the Financial Year 2022-23 (upto 05 <sup>th</sup> February, 2023).	Special Resolution

10	To consider and approve managerial remuneration paid to Mr. Sanjeev Kumar, Executive Director of the Company for the Financial Year 2022-23 (upto 05 <sup>th</sup> February, 2023).	Special Resolution
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The Company Secretary *inter-alia* informed the Members that pursuant to the provisions of Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for voting by electronic means to all its members to enable cast their votes electronically and the business may be transacted through such e-voting. For this purpose, the Company had tie up with the e-voting system of KFin Technologies Limited (KFin), the Registrar & Share Transfer agent of the Company for facilitating voting through electronic means as the authorized agency. The Company provided remote e-voting facility to all the persons who were Members as on 19<sup>th</sup> September, 2023, being the cut-off date for voting on all the resolutions set out in the notice of AGM. M/s. DPV & Associates, LLP, Practising Company Secretaries was appointed by the Board as the scrutinizer for the meeting. He is in process of scrutinizing the voting results through remote e-voting and instapoll. The Consolidated scrutinizer report including voting results will be disseminated on the website of stock exchanges and placed on the website of the Company and that of KFin within two working days of the conclusion of the Meeting.

Managing Director and Company Secretary then thanked the Shareholders attending the AGM through video conference for extending their co-operation. He also thanked the Directors for joining the Meeting virtually and the Meeting was concluded at 12:06 p.m. with a vote of thanks.

Detailed voting results for the votes cast through remote e-voting and e-voting at the AGM on all the resolutions as set out in the Notice of AGM will be forwarded separately on declaration of the same.

Yours faithfully,  
For **PVR INOX Limited**

**Mukesh Kumar**  
**SVP Company Secretary**  
**& Compliance Officer**