

09th June, 2023

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 Sir,

We are pleased to inform the Results of the e-voting concluded on 09th June, 2023 conducted through Postal Ballot Notice dated 04th May, 2023 to which a corrigendum was issued on 01st June, 2023.

In terms of provisions of Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting results in Annexure "1" 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 INOX Limited**

Mukesh Kumar
SVP - Company Secretary
& Compliance Officer

Encl: A/a

PVR INOX LIMITED (Formerly known as PVR Limited)

Annexure 1**Format for Voting Results**

Date of the AGM/EGM/Postal Ballot	04-05-2023
Total number of shareholders on Cut-off date i.e. May 05, 2023	2,05,685
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 remuneration and other terms of appointment of Mr. Ajay Bijli, as Managing Director of the Company for a period of three (3) years w.e.f. 6 th February, 2023.	Special Resolution	E-voting
2	To approve the remuneration and other terms of appointment of Mr. Sanjeev Kumar, as Executive Director of the Company for a period of three (3) years w.e.f. 6 th February, 2023.	Special Resolution	E-voting

1. SPECIAL RESOLUTION: To approve the remuneration and other terms of appointment of Mr. Ajay Bijli, as Managing Director of the Company for a period of three (3) years w.e.f 6th February, 2023.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	2,68,99,076	2,68,99,076	100	2,68,99,076	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	2,68,99,076	2,68,99,076	100	2,68,99,076	0	100	0
Public-Institutions	E-voting	5,60,32,800	4,86,98,163	86.9101	3,85,29,804	1,01,68,359	79.1196	20.8804
	Postal Ballot		0	0	0	0	0	0
	Total	5,60,32,800	4,86,98,163	86.9101	3,85,29,804	1,01,68,359	79.1196	20.8804
Public-Non Institutions	E-voting	1,50,40,937	19,62,692	13.0490	16,71,780	2,90,912	85.1779	14.8221
	Postal Ballot		0	0	0	0	0	0
	Total	1,50,40,937	19,62,692	13.0490	16,71,780	2,90,912	85.1779	14.8221
Total		9,79,72,813	7,75,59,931	79.1647	6,71,00,660	1,04,59,271	86.5146	13.4854

2. SPECIAL RESOLUTION: To approve the remuneration and other terms of appointment of Mr. Sanjeev Kumar, as Executive Director of the Company for a period of three (3) years w.e.f 6th February, 2023.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	2,68,99,076	2,68,99,076	100	2,68,99,076	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		2,68,99,076	2,68,99,076	100	2,68,99,076	0	100
Public-Institutions	E-voting	5,60,32,800	4,86,98,163	86.9101	3,99,12,455	87,85,708	81.9589	18.0411
	Postal Ballot		0	0	0	0	0	0
	Total		5,60,32,800	4,86,98,163	86.9101	3,99,12,455	87,85,708	81.9589
Public-Non Institutions	E-voting	1,50,40,937	19,62,658	13.0488	16,71,556	2,91,102	85.1680	14.8320
	Postal Ballot		0	0	0	0	0	0
	Total		1,50,40,937	19,62,658	13.0488	16,71,556	2,91,102	85.1680
Total		9,79,72,813	7,75,59,897	79.1647	6,84,83,087	90,76,810	88.2970	11.7030



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. 9A,
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 May 4, 2023, 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 and 11/2022 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 and December 28, 2022 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 May 4, 2023 read with Corrigendum dated June 1, 2023:

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	To approve the remuneration and other terms of appointment of Mr. Ajay Bijli, as Managing Director of the Company for a period of three (3) years w.e.f. 6 th February, 2023
2.	Special Resolution	To approve the remuneration and other terms of appointment of Mr. Sanjeev Kumar, as Executive Director of the Company for a period of three (3) years w.e.f. 6 th February, 2023

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 addresses 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 May5, 2023 ('**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 May 11, 2023 regarding service of Postal Ballot Notice to eligible members in English language newspaper "Financial Express" 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 May 11, 2023, 09:00 A.M. and ended on June 9, 2023, 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 June 9, 2023 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. 97,97,28,130/- (Rupees Ninety Seven Crore Ninety Seven Lakh Twenty Eight Thousand One Hundred Thirty) divided into 9,79,72,813 (Nine Crore Seventy Nine Lakh Seventy Two Thousand Eight Hundred Thirteen) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

9. Modification to the Notice of Postal Ballot dated May 4, 2023

Based on the feedback/guidance/inputs from various shareholders & proxy advisory firms and upon recommendation of the NRC, the Board of Directors in their meeting held on May 31, 2023 has proposed modifications/changes in terms of remuneration by reducing the fixed pay to 50% of the total pay and linking the variable compensation with defined KPIs. The details of modifications/changes proposed were explained in the Corrigendum to the Postal Ballot Notice dated May 4, 2023.

As per the information provided by the Company, Corrigendum to that effect has been issued to the shareholders and the Company has also informed the Stock Exchanges on June 1, 2023.

10. 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 remuneration and other terms of appointment of Mr. Ajay Bijli, as Managing Director of the Company for a period of three (3) years w.e.f. 6th February, 2023:

Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	6,71,00,660	-	6,71,00,660	86.5146
Dissent	1,04,59,271	-	1,04,59,271	13.4854
Abstain	-	-	-	-
Total	7,75,59,931	-	7,75,59,931	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 remuneration and other terms of appointment of Mr. Sanjeev Kumar, as Executive Director of the Company for a period of three (3) years w.e.f 6th February, 2023:

Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	6,84,83,087	-	6,84,83,087	88.2970
Dissent	90,76,810	-	90,76,810	11.7030
Abstain	-	-	-	-
Total	7,75,59,897	-	7,75,59,897	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'.

11. Based on the afore said results, the resolutions as mentioned above are deemed to have been passed on June 9, 2023 being the last date of remote e-voting for the Members of the Company.
12. 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 DEVESH
KUMAR KUMAR VASISHT
Date: 2023.06.09
VASISHT 18:50:51 +05'30'

Devesh Kumar Vasisht

Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488E000474998

Date: June 9, 2023
Place: New Delhi

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

Digitally signed
by MUKESH
KUMAR
MUKESH
KUMAR Date: 2023.06.09
18:58:34 +05'30'

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

Date: June 9, 2023
Place: Gurugram

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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 received	1,092	7,75,59,931	77,55,99,310
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	1,092	7,75,59,931	77,55,99,310
d) Votes with assent for the resolution	909	6,71,00,660	67,10,06,600
e) Votes with dissent for the resolution	183	1,04,59,271	10,45,92,710

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 received	1,087	7,75,59,897	77,55,98,970
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	1,087	7,75,59,897	77,55,98,970
d) Votes with assent for the resolution	902	6,84,83,087	68,48,30,870
e) Votes with dissent for the resolution	185	90,76,810	9,07,68,100

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