

16th May, 2022

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: 022-2723121/1278

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 Postal Ballot & e-voting concluded on 13th May, 2022 for the purpose of shifting of the Registered office of the Company.

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**


Mukesh Kumar
SVP - Company Secretary
& Compliance Officer



Encl: A/a

PVR LIMITED

Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase III, Gurugram 122002 (Haryana) India.

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

Annexure A**Format for Voting Results**

Date of the AGM/EGM/Postal Ballot	13 th May, 2022
Total number of shareholders on record date	153612
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Details of Resolution Passed:

Resolution	Ordinary / Special Resolution	Mode of Voting
SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE NCT OF DELHI TO THE STATE OF MAHARASHTRA	Special	E-Voting

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RESOLUTION 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE NCT OF DELHI TO THE STATE OF MAHARASHTRA

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	10373761	10049438	96.8736%	10049438	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		10373761	10049438	96.8736%	10049438	0	100.00%
Public-Institutions	E-Voting	37058117	31283989	84.4187%	31283989	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		37058117	31283989	84.4187%	31283989	0	100.00%
Public- Non Institutions	E-Voting	13564709	5997975	44.2175%	5996853	1122	99.9813%	0.0187%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		13564709	5997975	44.2175%	5996853	1122	99.9813%
Total		60996587	47331402	77.5968%	47330280	1122	99.9976%	0.0024%



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: Postal Ballot Scrutinizer's Report by E-Voting Process

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 **PVR LIMITED** for scrutinizing the e-voting process in fair and transparent manner pursuant to Section 108 & 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 09th April, 2022.

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 by e-voting process.

As per General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020 Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 in relation to "*Clarification on passing of Ordinary and Special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19*" issued by the Ministry of Corporate Affairs, Government of India (the "*MCA Circulars*") and due to difficulty in dispatch of Postal Ballot Notice / self-addressed envelope etc., by post or courier, on account of the threat posed by COVID-19 pandemic situation, the Company has sent the Postal Ballot Notice dated 09th April, 2022 on 13th April, 2022 by email only to the members.

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Contact: +91-9818845037, 011-41100386

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com



Arun Gupta & Associates

Company Secretaries

whose email id were available with the Company / RTA.

The Notice of Postal Ballot was sent to the members whose name appeared on the Register of Members/List of beneficiaries as on cut-off date i.e. 08th April, 2022.

As stated in sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in "**Business Standard**" in all editions in Hindi ("*the vernacular Language*") and "**Business Standard**" in all edition in English on 14th April, 2022 confirming completion of dispatch of Notice of Postal Ballot/E-voting information by e-mail.

The Company has appointed National Securities Depository Limited ("**NSDL**"), the service provider, for providing the facility of e-voting to the Members of the Company.

The e-voting period remained open from Thursday, 14th April, 2022 at 09:00 A.M. (IST) and ended on Friday, 13th May, 2022 at 05:00 P.M. (IST) on the designated website of National Securities Depository Limited ("**NSDL**").

Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

The Votes cast through electronic means were unblocked after the e-voting module was disabled by National Securities Depository Limited ("**NSDL**"), on Friday, 13th May, 2022 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.

Votes cast through electronic means up to 05:00 P.M. of 13th May, 2022 being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.

Since there was no voting by physical ballot form, the question of keeping the physical postal ballot under my safe custody before commencing the scrutiny, reporting on number of envelopes containing postal ballot form received after due date and upto the date of this report, reporting on number of envelopes containing postal ballot form returned undelivered and reporting on finding of defaced or mutilated ballot paper, does not arise.

On proper scrutiny and summary of all the votes casted through remote e-voting process by the members, the voting results for the item placed for consideration of the members is as under:



Arun Gupta & Associates

Company Secretaries

ITEM NO. 1: SPECIAL RESOLUTION

Shifting of Registered Office of the Company from the NCT of Delhi to the State of Maharashtra

“RESOLVED THAT pursuant to provisions of Section 4, 12, 13, and all other applicable provisions of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments, enactments, modification made thereunder, for the time being in force) and other applicable provisions, and subject to the approval of the Central Government (power delegated to the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi) and such other approvals, permissions and sanctions, as may be required from time to time, consent of the Members of the Company be and is hereby accorded to shift the Registered office of the Company from the NCT of Delhi to the State of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted by the following clause:

II. *The registered office of the Company will be situated in the State of Maharashtra.*

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to prepare, sign and file the necessary application, affidavits and such other documents as may be necessary in connection with petition seeking confirmation of the Regional Director and/or any other authorities as may be required, to issue notices to the general public, creditors, etc. and also serve a copy of the petition to the applicable authorities as well as jurisdictional Registrar of Companies and to appoint any professionals and advisors to appear, represent, enter appearance on behalf of the Company and to act for every purpose connected with all the proceedings in the application for the approval of shifting of registered office of the Company before the Central Government (power delegated to the Regional Director, Northern Region) or any other authority and to take such other steps as may become necessary in this regard including signing and filing of application/petition/reply/letter/confirmation/undertaking etc., if required, before the applicable statutory and regulatory authorities under provisions of applicable law and to make such alteration, modification and corrections as may be required in the petition and such forms, documents, papers annexed with the same and to do all such acts, deed, things as may be required, so as to give effect to the aforesaid resolution.”




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Company Secretaries

(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	859	47330280	99.9976%

(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	53	1122	0.0024%

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid / Abstain from Voting:	Number of votes
E-voting	Nil	Nil

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 1** of the Notice dated 09th April, 2022 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.



Arun Gupta & Associates

Company Secretaries

I will be returning the register(s) and all other paper(s) relating to remote e-voting on the item/resolution (Item no.1) as set out in the Notice to the Company after the Chairman of the meeting considers, approves, and signs the minutes of the Postal Ballot.

Thanking you
Yours faithfully

For Arun Gupta & Associates



Arun Kumar Gupta
(Scrutinizer)
Membership No. 21227
C.P. No. 8003
UDIN: A021227D000326026



Counter signed by



Mukesh Kumar
(Company Secretary)



Place: New Delhi
Date: 16/05/2022

Witnesses:



1) Ekta Sharma
Address: C-42, Sector-27,
Noida-201301



2) Jyoti
Address: Flat No. 501, Sarvahit
Apartments, Sector-17, Pocket-A,
Dwarka, Delhi-110078.