

08th March, 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 e-voting & Postal Ballot concluded on 07th March, 2022.

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 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 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.

T: +91 124 4708100 | F: +91 124 4708101 | W: www.pvrcinemas.com

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

Format for Voting Results

Date of the AGM/EGM/Postal Ballot	07 th March, 2022
Total number of shareholders on record date	1,68,100
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
TO APPROVE PVR EMPLOYEE STOCK OPTION PLAN 2022	Special	E-Voting

RESOLUTION 1: TO APPROVE PVR EMPLOYEE STOCK OPTION PLAN 2022.

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	10373761	100.00%	10373761	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	10373761	100.00%	10373761	0	100.00%
Public-Institutions	E-Voting	36945669	30072135	81.40%	22887917	7184218	76.11%	23.89%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		36945669	30072135	81.40%	22887917	7184218	76.11%
Public- Non Institutions	E-Voting	13655157	5987970	43.85%	5983502	4468	99.93%	0.07%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		13655157	5987970	43.85%	5983502	4468	99.93%
Total		60974587	46433866	76.15%	39245180	7188686	84.52%	15.48%

Details of Resolution Passed:

Resolution	Ordinary / Special Resolution	Mode of Voting
TO APPROVE THE GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES), IN INDIA OR OUTSIDE INDIA, OF THE COMPANY, UNDER PVR EMPLOYEE STOCK OPTION PLAN 2022.	Special	E-Voting

RESOLUTION 2: TO APPROVE THE GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES), IN INDIA OR OUTSIDE INDIA, OF THE COMPANY, UNDER PVR EMPLOYEE STOCK OPTION PLAN 2022.

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	10373761	100.00%	10373761	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	10373761	100.00%	10373761	0	100.00%
Public-Institutions	E-Voting	36945669	30072135	81.40%	22883981	7188154	76.10%	23.90%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		36945669	30072135	81.40%	22883981	7188154	76.10%
Public- Non Institutions	E-Voting	13655157	5987944	43.85%	5982513	5431	99.91%	0.09%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		13655157	5987944	43.85%	5982513	5431	99.91%
Total		60974587	46433840	76.15%	39240255	7193585	84.51%	15.49%

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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 21st January, 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 6, 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 threat posed by COVID-19 pandemic situation, the Company has sent the Postal Ballot Notice dated 21st January, 2022 on February 04, 2022 by email only to the members whose email id were available with the Company RTA.



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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. February 02, 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 05th February, 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 Sunday, February 06, 2022 at 9:00 A.M. IST and ended on Monday, March 07, 2022 at 5:00 P.M. 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 March 07, 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 5:00 P.M. of March 07, 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 voting casted through remote e-voting process by the members, the voting results for the item placed for consideration of the members is as under:



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ITEM NO. 1: SPECIAL RESOLUTION

To Approve PVR Employee Stock Option Plan 2022

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the provisions of Regulation 6 and other applicable provisions, if any of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**“SEBI SBEB & SE”**) including any statutory modification(s) or re-enactment(s) thereto, and further subject to such other approval(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed or imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), permission(s) and sanction(s), the approval of the members be and is hereby accorded for the introduction and implementation of an employee stock option plan namely **‘PVR Employee Stock Option Plan 2022’** (**“PVR ESOP 2022”/“Plan”**) and authorising the Board of Directors of the Company (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (**“Committee”**) which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot under the Plan from time to time, in one or more tranches, not exceeding 6,00,000 (Six Lakhs) Employee Stock Options (**“Options”**) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees / Directors of the Company and its Subsidiary Company(ies) (as permitted under the applicable laws and Plan), exercisable into not more than 6,00,000 (Six Lakhs) Equity Shares of face value of Rs.10/- (Rupees Ten) each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board of Directors/Committee may decide in accordance with the provisions of the applicable laws and the provisions of PVR ESOP 2022.

RESOLVED FURTHER THAT the PVR ESOP 2022 shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the PVR ESOP 2022 and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the PVR ESOP 2022.

RESOLVED FURTHER THAT the PVR ESOP 2022 shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

RESOLVED FURTHER THAT the equity shares so issued and allotted mentioned hereinbefore shall rank *pari-passu* with the existing equity shares of the Company.



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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take requisite steps for listing of the equity shares allotted under PVR ESOP 2022 on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI (SBEB & SE) Regulations, SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB & SE) Regulations and any other applicable laws to the extent relevant and applicable to the PVR ESOP 2022.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the PVR ESOP 2022 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the PVR ESOP 2022 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all such acts, deeds and things, as deemed necessary including but not limited to authorizing or directing to appoint merchant bankers, advisors, consultants, representatives, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of PVR ESOP 2022 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and take all such steps and decisions in this regard."

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution."



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(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	648	39245180	84.52%

(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	215	7188686	15.48%

(iii) **Invalid Votes/ Abstain from Voting:**

Particulars	Number of members whose votes were declared invalid / Abstain from Voting:	Number of votes
E-voting	1	492

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

ITEM NO. 2: SPECIAL RESOLUTION

To Approve the grant of stock options to the Employees of Subsidiary Company(ies), in India or outside India, of the Company, under PVR Employee Stock Option Plan 2022.

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the provisions of Regulation 6 and other applicable provisions, if any of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE”) including any statutory modification(s) or re-enactment(s) thereto, and further subject to such other approval(s), permission(s) and Page | 5

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sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed or imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), permission(s) and sanction(s), the approval of the members be and is hereby accorded to extend the benefits of PVR Employee Stock Option Plan 2022 (“**PVR ESOP 2022**”/“**Plan**”) including the grant of Employee Stock Options (“**Options**”) and issuance of Equity Shares (“**Shares**”) thereunder, to such Employees / Directors of the Subsidiary Company(ies) of the Company (as permitted under the applicable laws and Plan), on such terms and in such manner as the Board of Directors/Committee (hereinafter referred to as the “**Board of Directors**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (“**Committee**”) which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) may decide in accordance with the provisions of the applicable laws and the provisions of PVR ESOP 2022.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari-passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBE & SE) Regulations and any other applicable laws to the extent relevant and applicable to the PVR ESOP 2022.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all such acts, deeds and things, as deemed necessary including but not limited to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and take all such steps and decisions in this regard.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

(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	627	39240255	84.51%



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(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	237	7193585	15.49%

(iii) **Invalid Votes/ Abstain from Voting:**

Particulars	Number of members whose votes were declared invalid / Abstain from Voting:	Number of votes
E-voting	1	70

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 2** of the Notice dated 21st January, 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.



Note:

- Two Shareholders who holds 28302 shares, voted for 8198 shares in favour and 20104 shares in against the Resolution.



We have e-mailed all the e-registers and records relating to e-voting for safe custody to the Company Secretary of the Company.

Thanking you
Yours faithfully

For Arun Gupta & Associates



Arun Kumar Gupta
 (Scrutinizer)
 Membership No. 21227
 C.P. No. 8003
 UDIN: A021227C002833256

Counter signed by



Mukesh Kumar
 (Company Secretary)

Place: New Delhi

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Arun Gupta & Associates

Company Secretaries

Date: 08/03/2022

Witnesses:

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

2) Jyoti *Jyoti*
Address: 2nd Floor, L-10,
Majnu Ka Tilla, Aruna Nagar,
Delhi-110054