



12th October, 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: 022-22723121/1278

Company Code: PVR / 532689

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

Dear Sir,

In reference to our earlier communication dated 8th September, 2022 we are pleased to inform you that pursuant to the order of the Hon'ble NCLT, Mumbai Bench, the meeting of the Secured Creditors of the Company was convened on October 11, 2022 at 03:00 p.m. (IST) at 7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (West), Mumbai – 400053.

We enclose herewith, Scrutinizer's Report along with voting results of the meeting in respect of the resolution approved by the Secured Creditors of the Company with requisite majority.

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. 9, DLF Cyber City, Phase - III, Gurgaon 122002 (Haryana) India.

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

Regd Office: 7th Floor Lotus Grandeur Building, Veera Desai Road Opposite Gundecha Symphony, Andheri (W) Mumbai 400053. CIN: L74899MH1995PLC387971

Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.
Tel. : 91-22-2271 7700 • Email : saurabhshah@psaprofessionals.com • Website : cpspa.co.in

SCRUTINIZER'S REPORT

[Pursuant to the directions of the National Company Law Tribunal, Mumbai Bench vide its Order dated August 22, 2022]

To,
Mr. Ajay Bijli
(Chairman and Managing Director of PVR Limited)
Chairperson appointed by the National Company Law Tribunal, Mumbai Bench for the meeting of Secured Creditors of PVR Limited

Sub: Report of the Scrutinizer on the voting by poll conducted during the meeting of Secured Creditors of PVR Limited convened pursuant to order dated August 22, 2022 of the National Company Law Tribunal, Mumbai Bench on Tuesday, October 11, 2022 at 3:00 p.m. (IST) (1500 hours) at the Registered Office of the Company situated at 7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (West), Mumbai - 400053.

Dear Sir,

The Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**"), vide order dated August 22, 2022 in Company Application No. CA(CAA)/201/MB/2022 ("**Order**"), has *inter alia* directed PVR Limited (the "**Company**") to convene and hold a physical meeting of its Secured Creditors ("**Secured Creditors**") for the purpose of considering and, if thought fit, approving the Scheme of Amalgamation of the Company and PVR Limited, and their respective shareholders and creditors (the "**Scheme**"), at the Registered Office of the Company situated at 7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (West), Mumbai - 400053.

As per the directions in the Order and in terms of the notice of the meeting of Secured Creditors dated September 8, 2022 ("**Notice**"), the meeting of Secured Creditors was convened and held on Tuesday, October 11, 2022 at 3:00 p.m. (IST) (1500 hours) at the Registered Office of the Company situated at 7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (West), Mumbai - 400053.

As directed by the Order, the Company had provided its Secured Creditors the facility to vote through poll during the Meeting.

I, Mr. Pramod S. Shah (Membership No. FCS 334, COP No.3804) of Messrs. Pramod S Shah & Associates, Practising Company Secretaries have been appointed as Scrutinizer for the purpose of scrutinizing the process of voting through poll during the Meeting on the proposed resolution contained in the Notice.

As the Scrutinizer, I have to scrutinize the process of voting through poll during the meeting.

I present the Scrutinizer's Report as follows:

1. The management of the Company is responsible to ensure compliance with the requirements of (i) the relevant provisions of the Act and the rules thereunder; (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("**LODR**") and (iii) the Order. As per the Order, the quorum for the Meeting is 3 (three) Secured Creditors present in person or through proxy.
2. My responsibility as a Scrutinizer for the voting process (i.e. voting through poll during the Meeting) is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against"



and those votes which were declared "invalid" with respect to the resolution contained in the Notice.

3. The Secured Creditors as on the cut-off date, as specified in the Notice, i.e., Thursday, June 30, 2022 ("cut-off date") were entitled to vote on the resolution as set out in the Notice and their voting rights were in proportion to their share in the outstanding debt of the Company as on the cut-off date.
4. The Notice, together with the documents accompanying the same, including the explanatory statement and the Scheme, were sent through email & registered post to Secured Creditors.
5. As directed by the Order, the Company had published advertisements of the Notice in English newspaper viz. Business Standard (Nationwide Circulation) and in Marathi newspaper viz. Navshakti (having circulation in Maharashtra) on September 9, 2022.
6. The votes cast through poll during the Meeting were counted in the presence of two witnesses Mr. Yuvraj Nikam and Ms. Dhara Chhadva neither of whom are in the employment of the Company. They have signed herein below in confirmation of the same. The votes cast through poll during the Meeting were diligently scrutinized. The voting details were reconciled with the records maintained by the Company and the authorizations lodged with the Company. Based on the report generated by the Company and relied upon by me, the data relating to voting through poll during the Meeting was scrutinized on test check basis.
7. The resolution as set out in the Notice is reproduced below: -

"RESOLVED THAT pursuant to the provision of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and enabling provisions in the Memorandum and Articles of Association of the Company and subject to compliance with various Securities and Exchange Board of India (SEBI) Regulations including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the observation letters issued by BSE Limited and National Stock Exchange of India Limited dated 20th June, 2022 and 21st June, 2022 respectively, and other applicable laws/regulations/rules and the sanction of the National Company Law Tribunal, Mumbai bench ("NCLT" or "Tribunal") and/or such other competent authority, as may be applicable, and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of INOX Leisure Limited with PVR Limited and their respective shareholders and creditors ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

8. The results of voting through poll during the Meeting by the Secured Creditors of the Company, based on the reports generated by the Company, scrutinized on test check basis and relied upon by me, are as under:

(A) Votes cast by Secured Creditors of the Company:

(i) Total Valid Votes:



Voting Description	Number of Secured Creditors who voted	% of number of Secured Creditors who voted	Total value of votes cast by Secured Creditors (Amount in Rupees due as on the cut-off date)	% of total value of votes cast by Secured Creditors
Voting through poll during the meeting	21	100%	12,05,25,12,731	100%
TOTAL	21	100%	12,05,25,12,731	100%

(ii) Voted in favor of the resolution out of Total Valid Votes:

Voting Description	Number of Secured Creditors who voted	% of number of Secured Creditors who voted	Total value of votes cast by Secured Creditors (Amount in Rupees due as on the cut-off date)	% of total value of votes cast by Secured Creditors
Voting through poll during the meeting	21	100%	12,05,25,12,731	100%
TOTAL	21	100%	12,05,25,12,731	100%

(iii) Voted against the resolution out of Total Valid Votes:

Voting Description	Number of Secured Creditors who voted	% of number of Secured Creditors who voted	Total value of votes cast by Secured Creditors (Amount in Rupees due as on the cut-off date)	% of total value of votes cast by Secured Creditors
Voting through poll during the meeting	0	0	0	0
TOTAL	0	0	0	0

(iv) Invalid Votes

Voting Description	Number of Secured Creditors who voted	% of number of Secured Creditors who voted	Total value of votes cast by Secured Creditors (Amount in Rupees due as on the cut-off date)	% of total value of votes cast by Secured Creditors
Voting through poll during the meeting	0	0	0	0
TOTAL	0	0	0	0



Pramod S. Shah & Associates

Practising Company Secretaries

9. Based on the above, I confirm that the resolution has been passed with a majority of persons representing three-fourths in value of Secured Creditors exercising voting rights in favour through voting through poll during the Meeting as required under (i) the Act and relevant rules thereunder (ii) relevant circulars issued by SEBI and (iii) the Order. The resolution has also been approved by majority of votes representing three-fourths in value, where the votes cast by Secured Creditors in favour of the proposal are more than the number of votes cast by the Secured Creditors against it. The resolution is deemed to be passed with effect from October 11, 2022.
10. List of Secured Creditors who voted "FOR", "AGAINST" and those whose votes were declared invalid, if any, for the resolution is enclosed as Annexure A.
11. The list of Secured Creditors who voted "FOR", "AGAINST" and all other relevant records relating to voting through poll during the meeting have been emailed to your good self and the physical copies thereof have been handed over to Mr. Mukesh Kumar, Company Secretary of the Company for safekeeping.

Thanking You,
Yours Faithfully,



Mr. Pramod S. Shah,

Practising Company Secretary
FCS - Membership No.:334
COP No.:3804
Pramod S. Shah & Associates



Scrutinizer for voting through
poll during the Meeting

UDIN: F000334D001193889

Signature of Witnesses

1.....


(Name: Mr. Yuvraj Nikam)



2.....

(Name: Ms. Dhara Chhadva)

Countersigned by



Mr. Ajay Bijli,
Chairperson appointed by Hon'ble
Tribunal for the Secured Creditors
Meeting

Place: Mumbai
Date: October 11, 2022

PVR LIMITED

Resolution Required: (Special)	1 - APPROVAL OF SCHEME OF AMALGAMATION AMONGST THE COMPANY AND PVR LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.
Whether promoter / promoter group are interested in the agenda/ resolution?	NO

Category	Mode of Voting	Total outstanding amount (INR)	No. of Votes Polled	Total outstanding amount for votes polled (INR)	% of Votes Polled on outstanding amount as on the cut-off date	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes Against on votes polled	No. of Invalid Votes
		[1]	[2]	[3]	$[4]=\frac{[3]}{[1]} \times 100$	[5]	[6]	$[7]=\frac{[5]}{[2]} \times 100$	$[8]=\frac{[6]}{[2]} \times 100$	[9]
Secured Creditors	Voting through Poll	14196512731.17	21	12052512731	84.90%	21	0	100%	0	0
	Total	14196512731.17	21	12052512731	84.90%	21	0	100%	0	0

