

09<sup>th</sup> March, 2020

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
Fax: 022-26598237/38

**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 / 532689**

**Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Dear Sir,

We are pleased to inform you that Results of the voting conducted through e-voting & Postal Ballot concluded on 07<sup>th</sup> March, 2020.

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**

**Pankaj Dhawan**  
**Company Secretary cum Compliance Officer**

Encl: A/a

**Annexure A****Format for Voting Results**

<b>Date of the AGM/EGM</b>	07 <sup>th</sup> March, 2020
<b>Total number of shareholders on record date</b>	40259
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group:  Public:	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	Not Applicable

**Details of Resolution Passed:**

<b>Resolution</b>	<b>Ordinary / Special Resolution</b>	<b>Mode of Voting</b>
TO APPROVE PVR EMPLOYEE STOCK OPTION PLAN 2020.	Special	Postal Ballot + E-Voting

**RESOLUTION 1: TO APPROVE PVR EMPLOYEE STOCK OPTION PLAN 2020.**

<b>Resolution required: (Ordinary/ Special)</b>			Special					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	94,65,305	94,65,305	100.00%	94,65,305	0	100.00%	0.00%
	<b>Poll</b>		0	0.00%	0	0	0.00%	0.00%
	<b>Postal Ballot</b>		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>94,65,305</b>	<b>94,65,305</b>	<b>100.00%</b>	<b>94,65,305</b>	<b>0</b>	<b>100.00%</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	2,73,43,958	2,12,00,214	77.53%	1,22,18,024	89,82,190	57.63%	42.37%
	<b>Poll</b>		0	0.00%	0	0	0.00%	0.00%
	<b>Postal Ballot</b>		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>2,73,43,958</b>	<b>2,12,00,214</b>	<b>77.53%</b>	<b>1,22,18,024</b>	<b>89,82,190</b>	<b>57.63%</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	1,45,23,082	1,07,67,439	74.14%	1,07,67,327	112	100.00%	0.00%
	<b>Poll</b>		0	0.00%	0	0	0.00%	0.00%
	<b>Postal Ballot</b>		2,574	0.02%	2,322	252	90.21%	9.79%
	<b>Total</b>		<b>1,45,23,082</b>	<b>1,07,70,013</b>	<b>74.16%</b>	<b>1,07,69,649</b>	<b>364</b>	<b>100.00%</b>
<b>Total</b>		<b>5,13,32,345</b>	<b>4,14,35,532</b>	<b>80.72%</b>	<b>3,24,52,978</b>	<b>89,82,554</b>	<b>78.32%</b>	<b>21.68%</b>

# 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: Consolidated Scrutinizer's Report on Postal Ballot and E-Voting**

**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 and physical Postal Ballot process in fair and transparent manner pursuant to Section 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 23<sup>rd</sup> January, 2020.

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.

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 English and Hindi ("the vernacular Language") on 05<sup>th</sup> February, 2020 confirming completion of dispatch of Notice of Postal Ballot by Registered Post and Email, wherever applicable, to the members.

The Company has completed the dispatch of Postal Ballot and e-voting Notice, Postal Ballot forms along with postage prepaid business reply envelop on 04<sup>th</sup> February, 2020 to its members whose name(s) appeared on the Register of Members/List of beneficiaries as on 24<sup>th</sup> January, 2020.

The Company has appointed KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), the service provider, for providing the facility of e-voting to the Members of the Company.

The e-voting period remained open from Friday, 07<sup>th</sup> February, 2020 at 9:00 A.M. and ended on Saturday, 07<sup>th</sup> March, 2020 at 5:00 P.M. on the designated

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website of KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) i.e. <https://evoting.karvy.com>.

The Members of the Company had an option to cast their vote on the Resolution either through the Postal Ballot or e-voting facility.

I have downloaded the data of e-voting after the e-voting module was disabled by **KFin Technologies Private Limited** (formerly known as Karvy Fintech Private Limited) on 07<sup>th</sup> March, 2020 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.

All Postal Ballot forms received till 07<sup>th</sup> March, 2020 upto 5:00 P.M., the last date and time fixed by the Company for receipt of the Postal Ballot were considered for my scrutiny and the envelopes containing Postal Ballot forms received after 5:00 P.M. on 07<sup>th</sup> March, 2020 were not considered for my scrutiny.

The Physical Postal Ballot forms received from the members were duly opened, verified and recorded in a register maintained for the purpose. Further the votes casted through E-voting have also been recorded in register maintained separately.

On proper scrutiny and summary of all the Postal Ballots and e-voting cast by the members, the consolidated voting results for the items placed for consideration of the members are as under:

### ITEM NO. 1: SPECIAL RESOLUTION

#### TO APPROVE PVR EMPLOYEE STOCK OPTION PLAN 2020.

**“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 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/ POLICY CELL /2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI (SBEB) Regulations”), including any statutory modification(s) or re-enactment(s) thereto, and further subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the introduction and implementation of an employee stock option plan namely **‘PVR Employee Stock Option Plan 2020’** (“PVR ESOP 2020”/“Plan”) and authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 5,20,000



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(Five Lakh Twenty Thousand) employee stock options to or for the benefit of such person(s) who are in permanent employment of the Company, present and future, within the meaning of PVR ESOP 2020 including any director, whether whole time or otherwise (other than promoters of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the PVR ESOP 2020, exercisable into not more than 5,20,000 (Five Lakh Twenty Thousand) equity shares of face value of Rs.10/ (Rupees Ten) each fully paid-up, where one employee stock option would convert into one fully paid-up equity share of face value of Rs. 10/- each upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of PVR ESOP 2020.

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

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares issued.

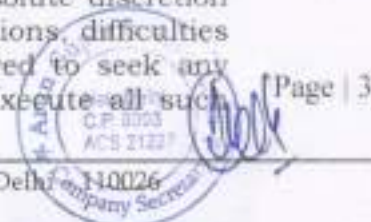
**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs.10/- per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under PVR ESOP 2020 on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI (SBEB) 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) Regulations and any other applicable laws to the extent relevant and applicable to the PVR ESOP 2020.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the PVR ESOP 2020 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

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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 2020 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds and things, as deemed necessary, including authorizing or directing to appoint merchant bankers, 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 2020 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."

**(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	184	3,24,50,656	78.32%
Postal Ballot	87	2,322	90.21%
<b>Total</b>	<b>271</b>	<b>3,24,52,978</b>	<b>78.32%</b>

**(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	119	89,82,302	21.68%
Postal Ballot	10	252	9.79%
<b>Total</b>	<b>129</b>	<b>89,82,554</b>	<b>21.68%</b>

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

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
E-voting	4	86,001
Postal Ballot	14	237
<b>Total</b>	<b>18</b>	<b>86,238</b>




# Arun Gupta & Associates

## *Company Secretaries*

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 1** of the Notice dated 23<sup>rd</sup> January, 2020 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:**

1. Two Shareholders who holds 118978 shares, voted for 70839 shares in favour and 48139 shares in against the Resolution.
2. One Shareholder who holds 4 shares has opted for both the facilities however for this purpose only electronic voting has been considered valid and physical voting has been considered invalid.

We shall hand over the Postal Ballot forms and other related papers / Registers and records for safe custody to the Company Secretary of the Company, who has been authorized by the Board to supervise the entire Postal Ballot and E-voting process.

Thanking you  
Yours faithfully

**For Arun Gupta & Associates**



**Arun Kumar Gupta**  
(Scrutinizer)  
Membership No. 21227  
C.P. No. 8003  
UDIN: A021227A000600181



**Counter signed by**

**Pankaj Dhawan**  
(Company Secretary)

Place: New Delhi  
Date: 09.03.2020

**Witnesses:**

1) Reema Miglani  
Address: Flat No. 54, Block-9,  
Moti Nagar, New Delhi-110015

2) Jyoti  
Address: M-60, Majnu Ka Tilla,  
Aruna Nagar, Delhi-110054