

26<sup>th</sup> July, 2019

**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,

Please note that the 24<sup>th</sup> Annual General Meeting of the members of the Company was held on today at 10:30 a.m. at Mapple Emerald, Rajokri, National Highway – 8, New Delhi – 110038.

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 passed/not passed by the members of the Company.

Certified copy of the Scrutinizer’s Report on e-voting and poll conducted under the provisions of Companies Act, 2013 is also enclosed for your records.

Kindly acknowledge receipt of the same.

Thanking You.

Yours faithfully,  
For **PVR Limited**



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

**Annexure "A"**

SL NO	DESCRIPTION	PARTICULARS				
A	DATE OF AGM	<b>25-07-2019</b>				
B	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	<b>34993</b>				
C	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	<b>208</b>				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	1	1	2	9139190	19.54%
	PUBLIC	204	2	206	258946	0.55%
	<b>TOTAL</b>	<b>205</b>	<b>3</b>	<b>208</b>	<b>9398136</b>	<b>20.094%</b>
D	No. of shareholders attended the meeting through Video conferencing	No video conferencing facility was made available.				

**Details of Resolutions Passed/not passed:**

Resolution	Ordinary/Special Resolution	Mode of Voting
To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31 <sup>st</sup> March 2019, the report of the Board of Directors and Auditors thereon and (b) the audited consolidated financial statements of the Company for the financial year ended 31 <sup>st</sup> March 2019 and the report of auditors thereon.	Ordinary (Passed)	Remote E-Voting + Poll at AGM
To declare a final Dividend of Rs. 2/- per Equity Share of Rs. 10/- each for the Financial Year 2018-19.	Ordinary (Passed)	Remote E-Voting + Poll at AGM

To appoint a Director in place of Ms. Renuka Ramnath (DIN 00147182) who retires by rotation and being eligible offers herself for re-appointment.	Ordinary (Passed)	Remote E-Voting + Poll at AGM
To consider and appoint Ms. Deepa Misra Harris (DIN 00064912) as an Independent Director on the Board of the Company.	Ordinary (Passed)	Remote E-Voting + Poll at AGM
To consider and re-appoint Mr. Sanjai Vohra (DIN 00700879) as an Independent Director on the Board of the Company.	Special (Passed)	Remote E-Voting + Poll at AGM
To consider and re-appoint Mr. Amit Burman (DIN 00042050) as an Independent Director on the Board of the Company.	Special (Not Passed)	Remote E-Voting + Poll at AGM
To consider and re-appoint Mr. Vikram Bakshi (DIN 00189930) as an Independent Director on the Board of the Company.	Special (Passed)	Remote E-Voting + Poll at AGM
To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.	Special (Passed)	Remote E-Voting + Poll at AGM
To consider and approve payment of remuneration for Financial Year 2018-19 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company.	Special (Passed)	Remote E-Voting + Poll at AGM

Copy of the combined report of the Scrutinizer on the E-voting and Poll is enclosed for your reference.

This is for your information and records.

Thanking You.

For **PVR Limited**



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

Encl: A/a

**Details of the Agenda No. 1:** To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March 2019, the report of the Board of Directors and Auditors thereon and (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and the report of auditors thereon.

**Resolution required: Ordinary**

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	94,65,305	0	0.0000	0	0	0.0000	0.0000
	Poll		91,39,190	96.5546	91,39,190	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>91,39,190</b>	<b>96.5546</b>	<b>91,39,190</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	259,29,806	218,86,811	84.4079	218,86,811	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>218,86,811</b>	<b>84.4079</b>	<b>218,86,811</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	113,75,477	84,34,109	74.1429	84,34,107	2	99.9999	0.0000
	Poll		2,58,268	2.2704	2,58,268	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,92,377</b>	<b>76.4133</b>	<b>86,92,375</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>
	<b>Total</b>	<b>467,70,588</b>	<b>397,18,378</b>	<b>84,9217</b>	<b>397,18,376</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>



**Details of the Agenda No. 2:** To declare a final Dividend of Rs. 2/- per Equity Share of Rs. 10/- each for the Financial Year 2018-19.

**Resolution required: Ordinary**

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
<b>Promoter and Promoter Group</b>	E-Voting	94,65,305	0	0.0000	0	0	0.0000	0.0000
	Poll		91,39,190	96.5546	91,39,190	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>91,39,190</b>	<b>96.5546</b>	<b>91,39,190</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Institutions</b>	E-Voting	259,29,806	219,17,811	84.5275	219,17,811	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>219,17,811</b>	<b>84.5275</b>	<b>219,17,811</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	E-Voting	113,75,477	84,34,109	74.1429	84,34,107	2	99.9999	0.0000
	Poll		2,58,268	2.2704	2,58,268	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,92,377</b>	<b>76.4133</b>	<b>86,92,375</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>
	<b>Total</b>	<b>467,70,588</b>	<b>397,49,378</b>	<b>84.9880</b>	<b>397,49,376</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>



**Details of the Agenda No. 3:** To appoint a Director in place of Ms. Renuka Ramnath (DIN 00147182) who retires by rotation and being eligible offers herself for re-appointment.

**Resolution required: Ordinary**

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		0	0.0000	0	0	0.0000	0.0000
	Poll	94,65,305	91,39,190	96.5546	91,39,190	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>91,39,190</b>	<b>96.5546</b>	<b>91,39,190</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		217,90,510	84.0365	115,93,025	101,97,485	53.2021	46.7978
	Poll	259,29,806	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>217,90,510</b>	<b>84.0365</b>	<b>115,93,025</b>	<b>101,97,485</b>	<b>53.2022</b>	<b>46.7978</b>
Public- Non Institutions	E-Voting		84,34,109	74.1429	84,34,106	3	99.9999	0.0000
	Poll	113,75,477	2,58,268	2.2704	2,58,268	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,92,377</b>	<b>76.4133</b>	<b>86,92,374</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>
	<b>Total</b>	<b>467,70,588</b>	<b>396,22,077</b>	<b>84.7158</b>	<b>294,24,589</b>	<b>101,97,488</b>	<b>74.2631</b>	<b>25.7369</b>



Details of the Agenda No. 4: To consider and appoint Ms. Deepa Misra Harris (DIN 00064912) as an Independent Director on the Board of the Company.

Resolution required: Ordinary

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		0	0.0000	0	0	0.0000	0.0000
	Poll	94,65,305	91,39,190	96.5546	91,39,190	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>91,39,190</b>	<b>96.5546</b>	<b>91,39,190</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		217,90,510	84.0365	217,90,510	0	100.0000	0.0000
	Poll	259,29,806		0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>217,90,510</b>	<b>84.0365</b>	<b>217,90,510</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		84,34,109	74.1429	84,33,907	202	99.9976	0.0023
	Poll	113,75,477	2,58,268	2.2704	2,58,268	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,92,377</b>	<b>76.4133</b>	<b>86,92,175</b>	<b>202</b>	<b>99.9977</b>	<b>0.0023</b>
	<b>Total</b>	<b>467,70,588</b>	<b>396,22,077</b>	<b>84.7158</b>	<b>396,21,875</b>	<b>202</b>	<b>99.9995</b>	<b>0.0005</b>



**Details of the Agenda No. 5:** To consider and re-appoint Mr. Sanjai Vohra (DIN 00700879) as an Independent Director on the Board of the Company.

**Resolution required: Special**

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		0	0.0000	0	0	0.0000	0.0000
	Poll	94,65,305	91,39,190	96.5546	91,39,190	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>91,39,190</b>	<b>96.5546</b>	<b>91,39,190</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		217,90,510	84.0365	209,46,929	8,43,581	96.1286	3.8713
	Poll	259,29,806	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>217,90,510</b>	<b>84.0365</b>	<b>209,46,929</b>	<b>8,43,581</b>	<b>96.1287</b>	<b>3.8713</b>
Public- Non Institutions	E-Voting		84,34,109	74.1429	84,33,907	202	99.9976	0.0023
	Poll	113,75,477	2,58,268	2.2704	2,58,268	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,92,377</b>	<b>76.4133</b>	<b>86,92,175</b>	<b>202</b>	<b>99.9977</b>	<b>0.0023</b>
	<b>Total</b>	<b>467,70,588</b>	<b>396,22,077</b>	<b>84.7158</b>	<b>387,78,294</b>	<b>8,43,783</b>	<b>97.8704</b>	<b>2.1296</b>





**Details of the Agenda No. 6:** To consider and re-appoint Mr. Amit Burman (DIN 00042050) as an Independent Director on the Board of the Company.

**Resolution required: Special**

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		0	0.0000	0	0	0.0000	0.0000
	Poll	94,65,305	91,39,190	96.5546	91,39,190	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>91,39,190</b>	<b>96.5546</b>	<b>91,39,190</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		217,90,510	84.0365	108,03,673	109,86,837	49.5797	50.4202
	Poll	259,29,806	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>217,90,510</b>	<b>84.0365</b>	<b>108,03,673</b>	<b>109,86,837</b>	<b>49.5797</b>	<b>50.4203</b>
Public- Non Institutions	E-Voting		84,34,109	74.1429	84,33,907	202	99.9976	0.0023
	Poll	113,75,477	2,58,268	2.2704	2,58,268	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,92,377</b>	<b>76.4133</b>	<b>86,92,175</b>	<b>202</b>	<b>99.9977</b>	<b>0.0023</b>
	<b>Total</b>	<b>467,70,588</b>	<b>396,22,077</b>	<b>84.7158</b>	<b>286,35,038</b>	<b>109,87,039</b>	<b>72.2704</b>	<b>27.7296</b>



**Details of the Agenda No. 7: To consider and re-appoint Mr. Vikram Bakshi (DIN 00189930) as an Independent Director on the Board of the Company.**

**Resolution required: Special**

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
<b>Promoter and Promoter Group</b>	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	94,65,305	91,39,190	96.5546	91,39,190	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>91,39,190</b>	<b>96.5546</b>	<b>91,39,190</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Institutions</b>	E-Voting		217,90,510	84.0365	210,25,069	7,65,441	96.4872	3.5127
	Poll	259,29,806	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>217,90,510</b>	<b>84.0365</b>	<b>210,25,069</b>	<b>7,65,441</b>	<b>96.4873</b>	<b>3.5127</b>
<b>Public- Non Institutions</b>	E-Voting		84,34,109	74.1429	84,33,907	202	99.9976	0.0023
	Poll	113,75,477	2,58,268	2.2704	2,58,268	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,92,377</b>	<b>76.4133</b>	<b>86,92,175</b>	<b>202</b>	<b>99.9977</b>	<b>0.0023</b>
	<b>Total</b>	<b>467,70,588</b>	<b>396,22,077</b>	<b>84.7158</b>	<b>388,56,434</b>	<b>7,65,643</b>	<b>98.0676</b>	<b>1.9324</b>



**Details of the Agenda No. 8:** To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.

**Resolution required: Special**

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		0	0.0000	0	0	0.0000	0.0000
	Poll	94,65,305	91,39,190	96.5546	91,39,190	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>91,39,190</b>	<b>96.5546</b>	<b>91,39,190</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		219,17,811	84.5275	216,40,796	2,77,015	98.7361	1.2638
	Poll	259,29,806	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>219,17,811</b>	<b>84.5275</b>	<b>216,40,796</b>	<b>2,77,015</b>	<b>98.7361</b>	<b>1.2639</b>
Public- Non Institutions	E-Voting		84,34,109	74.1429	84,34,107	2	99.9999	0.0000
	Poll	113,75,477	2,58,268	2.2704	2,58,268	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,92,377</b>	<b>76.4133</b>	<b>86,92,375</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>
	<b>Total</b>	<b>467,70,588</b>	<b>397,49,378</b>	<b>84.9880</b>	<b>394,72,361</b>	<b>2,77,017</b>	<b>99.3031</b>	<b>0.6969</b>



**Details of the Agenda No. 9:** To consider and approve payment of remuneration for Financial Year 2018-19 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company.

**Resolution required: Special**

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		0	0.0000	0	0	0.0000	0.0000
	Poll	94,65,305	91,39,190	96.5546	91,39,190	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>91,39,190</b>	<b>96.5546</b>	<b>91,39,190</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		219,17,811	84.5275	217,96,472	1,21,339	99.4463	0.5536
	Poll	259,29,806	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>219,17,811</b>	<b>84.5275</b>	<b>217,96,472</b>	<b>1,21,339</b>	<b>99.4464</b>	<b>0.5536</b>
Public- Non Institutions	E-Voting		84,34,109	74.1429	84,34,103	6	99.9999	0.0000
	Poll	113,75,477	2,58,268	2.2704	2,58,268	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,92,377</b>	<b>76.4133</b>	<b>86,92,371</b>	<b>6</b>	<b>99.9999</b>	<b>0.0001</b>
	<b>Total</b>	<b>467,70,588</b>	<b>397,49,378</b>	<b>84.9880</b>	<b>396,28,033</b>	<b>1,21,345</b>	<b>99.6947</b>	<b>0.3053</b>



# Arun Gupta & Associates

## *Company Secretaries*

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### Consolidated Scrutinizer's Report

*[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as amended]*

To,

The Chairman


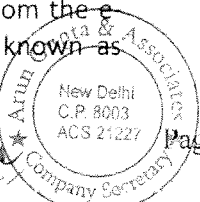
**24<sup>th</sup> Annual General Meeting of the  
Equity Shareholders of PVR Limited**

Held on Thursday, 25<sup>th</sup> July, 2019 at 10:30 A.M.  
at Mapple Emerald, Rajokri, NH-8,  
New Delhi-110038

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** pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 to scrutinize the Remote e-voting process and physical poll process at the 24<sup>th</sup> Annual General Meeting (AGM) held on **Thursday, 25<sup>th</sup> day of July, 2019** at Mapple Emerald, Rajokri, NH-8, New Delhi-110038, submit my report as under:

- 1) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means i.e. Remote e-voting and Poll on the Resolutions contained in the Notice to the 24<sup>th</sup> Annual General Meeting of the Company.
- 2) As Scrutinizer for Remote e-voting process and for Poll conducted at the AGM, my responsibility is to provide the Scrutinizer's report in respect of Votes Cast in "favor" or "against" the resolutions stated in the notice, based on the votes casted through ballot papers at the meeting and reports generated from the e-voting system provided by **Karvy Fintech Private Limited** (formerly known as Karvy Computershare Private Limited).

  
  
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# Arun Gupta & Associates

## *Company Secretaries*

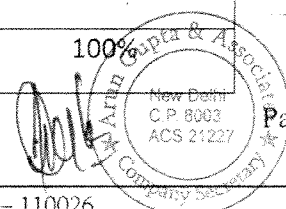
- 3) The Company has completed the dispatch of the notices to the members by 29<sup>th</sup> June, 2019.
- 4) The Shareholders of the Company holding shares as on the "cut-off" date i.e. Thursday, 18<sup>th</sup> July, 2019 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
- 5) The Remote e-voting was open between 9.00 A.M. to 5.00 P.M. for four days from 21<sup>st</sup> July, 2019 to 24<sup>th</sup> July, 2019 (both days inclusive). The e-voting platform was blocked thereafter by Karvy.
- 6) The facility for voting through physical ballot papers was made available at the meeting for the members who were present and had not casted their vote by Remote e-voting. Such members exercised their right to vote at the meeting through ballot papers.
- 7) Immediately after conclusion of voting at the meeting, the polling boxes containing the ballot papers were opened in the presence of two witnesses who were not in employment of Company and votes were counted.
- 8) Thereafter, the result of Remote e-voting was unblocked from the website of Karvy Computershare Private Limited. i.e. <https://evoting.karvy.com> in the presence of Ms. Reema Miglani and Ms. Divya Gupta who are not in employment of the Company.
- 9) Accordingly, I hereby submit my Consolidated Report as under on the result of the Remote e-voting and Poll conducted at the meeting in respect of the following Resolutions:

**ITEM NO. 1: Ordinary Resolution**

To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March 2019, the report of the Board of Directors and Auditors thereon and (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and the report of auditors thereon.

**(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
Remote e-voting	255	30,320,918	100%
Poll	135	9,397,458	100%



# Arun Gupta & Associates

## Company Secretaries

Total	390	39,718,376	100%
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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
Remote e-voting	2	2	0.00%
Poll	0	0	0.00%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0.00%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	5	34,650
Poll	2	3
<b>Total</b>	<b>7</b>	<b>34,653</b>

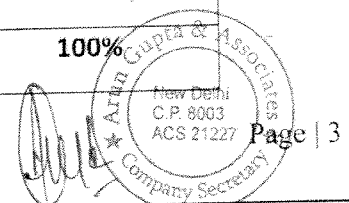
Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 1** of the Notice of the AGM has been **passed with requisite majority**.

**ITEM NO. 2: Ordinary Resolution**

To declare a final Dividend of Rs. 2/- per Equity Share of Rs. 10/- each for the Financial Year 2018-19.

(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
Remote e-voting	256	30,351,918	100%
Poll	135	9,397,458	100%
<b>Total</b>	<b>391</b>	<b>39,749,376</b>	<b>100%</b>



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*Company Secretaries*

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	2	2	0.00%
Poll	0	0	0.00%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0.00%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	4	3,650
Poll	2	3
<b>Total</b>	<b>6</b>	<b>3,653</b>

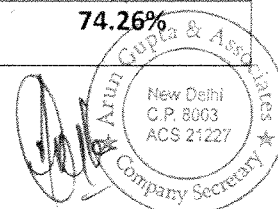
Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 2** of the Notice of the AGM has been **passed with requisite majority**.

### ITEM NO 3: Ordinary Resolution

To appoint a Director in place of Ms. Renuka Ramnath (DIN 00147182) who retires by rotation and being eligible offers herself for re-appointment.

(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
Remote e-voting	82	20,027,131	66.26%
Poll	135	9,397,458	100%
<b>Total</b>	<b>217</b>	<b>29,424,589</b>	<b>74.26%</b>





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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
Remote e-voting	175	10,197,488	33.74%
Poll	0	0	0
<b>Total</b>	<b>175</b>	<b>10,197,488</b>	<b>25.74%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	7	130,951
Poll	2	3
<b>Total</b>	<b>9</b>	<b>130,954</b>

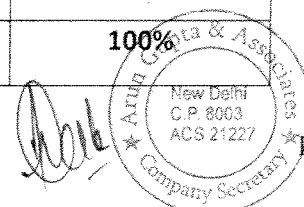
Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 3** of the Notice of the AGM has been **passed with requisite majority**.

**ITEM NO 4: Ordinary Resolution**

To consider and appoint Ms. Deepa Misra Harris (DIN 00064912) as an Independent Director on the Board of the Company.

(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
Remote e-voting	252	30,224,417	100%
Poll	135	9,397,458	100%
<b>Total</b>	<b>387</b>	<b>39,621,875</b>	<b>100%</b>



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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
Remote e-voting	3	202	0.00%
Poll	0	0	0.00%
<b>Total</b>	<b>3</b>	<b>202</b>	<b>0.00%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	7	130,951
Poll	2	3
<b>Total</b>	<b>9</b>	<b>130,954</b>

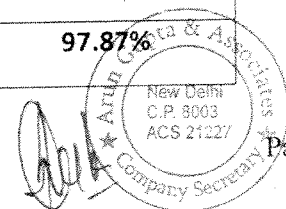
Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 4** of the Notice of the AGM has been **passed with requisite majority**.

**ITEM NO 5: Special Resolution**

To consider and re-appoint Mr. Sanjai Vohra (DIN 00700879) as an Independent Director on the Board of the Company.

(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
Remote e-voting	235	29,380,836	97.21%
Poll	135	9,397,458	100%
<b>Total</b>	<b>370</b>	<b>38,778,294</b>	<b>97.87%</b>



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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
Remote e-voting	21	843,783	2.79%
Poll	0	0	0
<b>Total</b>	<b>21</b>	<b>843,783</b>	<b>2.13%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	7	130,951
Poll	2	3
<b>Total</b>	<b>9</b>	<b>130,954</b>

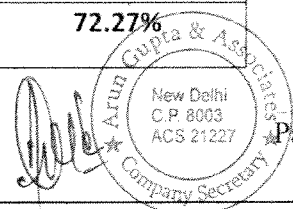
Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 5** of the Notice of the AGM has been **passed with requisite majority**.

#### **ITEM NO 6: Special Resolution**

To consider and re-appoint Mr. Amit Burman (DIN 00042050) as an Independent Director on the Board of the Company.

(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
Remote e-voting	78	19,237,580	63.65%
Poll	135	9,397,458	100%
<b>Total</b>	<b>213</b>	<b>28,635,038</b>	<b>72.27%</b>



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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
Remote e-voting	179	10,987,039	36.35%
Poll	0	0	0.00%
<b>Total</b>	<b>179</b>	<b>10,987,039</b>	<b>27.73%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	7	130,951
Poll	2	3
<b>Total</b>	<b>9</b>	<b>130,954</b>

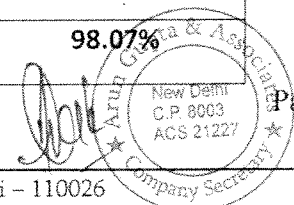
Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 6 of the Notice of the AGM is **not passed with requisite majority** as the votes in favour (72.27%) of the Resolution are less than 75% of the votes cast.

### ITEM NO.7: Special Resolution

To consider and re-appoint Mr. Vikram Bakshi (DIN 00189930) as an Independent Director on the Board of the Company.

(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
Remote e-voting	234	29,458,976	97.47%
Poll	135	9,397,458	100%
<b>Total</b>	<b>369</b>	<b>38,856,434</b>	<b>98.07%</b>



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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
Remote e-voting	21	765,643	2.53%
Poll	0	0	0.00%
<b>Total</b>	<b>21</b>	<b>765,643</b>	<b>1.93%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	7	130,951
Poll	2	3
<b>Total</b>	<b>9</b>	<b>130,954</b>

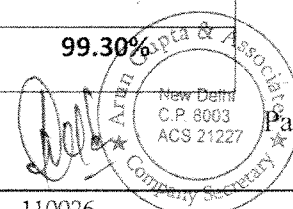
Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 7** of the Notice of the AGM has been **passed with requisite majority**.

**ITEM NO 8: Special Resolution**

To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.

(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
Remote e-voting	246	30,074,903	99.09%
Poll	135	9,397,458	100%
<b>Total</b>	<b>381</b>	<b>39,472,361</b>	<b>99.30%</b>



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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
Remote e-voting	12	277,017	0.91%
Poll	0	0	0.00%
<b>Total</b>	<b>12</b>	<b>277,017</b>	<b>0.70%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	4	3,650
Poll	2	3
<b>Total</b>	<b>6</b>	<b>3,653</b>

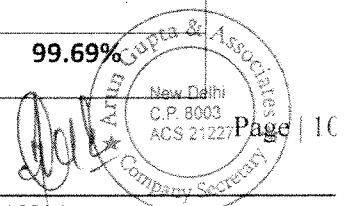
Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 8** of the Notice of the AGM has been **passed with requisite majority**.

**ITEM NO 9: Special Resolution**

To consider and approve payment of remuneration for Financial Year 2018-19 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company.

(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
Remote e-voting	254	30,230,575	99.60%
Poll	135	9,397,458	100%
<b>Total</b>	<b>389</b>	<b>39,628,033</b>	<b>99.69%</b>



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(ii) Voted against the resolution:

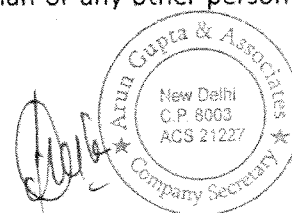
Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	4	121,345	0.40%
Poll	0	0	0.00%
<b>Total</b>	<b>4</b>	<b>121,345</b>	<b>0.31%</b>

(iii) Invalid Votes/ Abstain from Voting/Less voted/Not Voted:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	4	3,650
Poll	2	3
<b>Total</b>	<b>6</b>	<b>3,653</b>

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 9** of the Notice of the AGM has been **passed with requisite majority**.

- 10) I hereby confirm that I am maintaining the registers in respect of the votes casted through Poll and Remote e-voting exercised by the shareholders of the Company to record the assent or dissent received, duly mentioning the particulars of name, address, folio number or client ID/DP ID of the members, number of shares held by them, nominal value of such shares.
- 11) I shall arrange to hand over these records to the Company Secretary of the Company for safe keeping after the Chairman considers, approves and signs the minutes.
- 12) The results of the Voting shall be declared by the Chairman or any other person authorized by Board.



# Arun Gupta & Associates

Company Secretaries

Thanking you  
Yours faithfully

For Arun Gupta & Associates

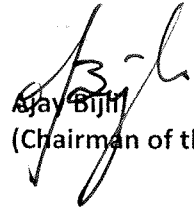


**Arun Kumar Gupta**  
(Scrutinizer)

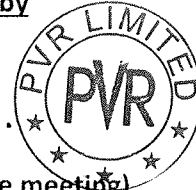
Membership No. 21227  
C.P. No. 8003



Counter signed by

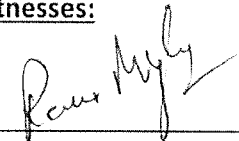


**Jay Bijl**  
(Chairman of the meeting)




Place: New Delhi  
Date: 26/07/2019

Witnesses:

1)  \_\_\_\_\_

Name: Reema Miglani  
Address: 438, Dr. Mukherjee Nagar,  
New Delhi-110009

2)  \_\_\_\_\_

Name: Divya Gupta  
Address: House No. 672, Hardev  
Puri, Gautam Nagar, New Delhi-  
110049