

30th September, 2015

National Stock Exchange 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

Re: Compliance of Clause 31 and Clause 35A of Listing Agreement

Dear Sir,

Please find enclosed the following documents in respect of the 20th Annual General Meeting of the Company:

1. Proceedings of the 20th AGM of the Company
2. Disclosure as per Clause 35A of the Listing Agreement

Kindly take note of the same and inform all the concerned.

Thanking you,

Yours faithfully
For PVR Limited


Pankaj Dhawan
Sr. VP-Secretarial



Membership No. F-3170
Address: 23-C, Pocket J & K
Dilshad Garden, Delhi-110095

Gist of the proceedings of the Annual General Meeting of PVR Limited held on September 29, 2015

The 20th Annual General Meeting of the Members of the Company was held on September 29, 2015 at 10:30 a.m., at Mapple Emerald, Rajokri, NH- 8, New Delhi – 110038.

Mr. Sanjeev Kumar, Joint Managing Director, chaired the proceedings of the Meeting.

Total 155 Members (including proxies) attended the Meeting as per the records of attendance.

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Listing Agreement, the Company had extended the remote E-voting facility to the Members of the Company in respect of resolutions to be passed at the Meeting. The remote E-voting commenced at 9:00 a.m. on September 26, 2015 and ended at 5:00 p.m. on September 28, 2015.

The Chairman informed the Members that the facility for voting through poll was made available at the Meeting for Members who had not cast their vote through remote E-voting.

He further informed that the Board of Directors have engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide E-voting facility and have appointed Mr. Arun Kumar Gupta, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the Poll and remote E-voting process.

Thereafter, all the 6 resolutions required to be passed were proposed and seconded. The Chairman invited queries and suggestions from the members present. Several Members raised queries and gave their suggestions and were duly replied by the Chairman.

Thereafter, the Chairman ordered a poll to be taken at the meeting and requested Mr. Arun Kumar Gupta, Scrutinizer for an orderly conduct of the voting.

The Chairman announced that the consolidated scrutinizer's report including E-voting results along with poll results shall be placed on the website of the Company and the website of Karvy.

The resolutions passed by the Members with requisite majority related to the following:

ORDINARY BUSINESS:

1. Adoption of (a) Audited Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon. **(Ordinary Resolution)**
2. Declaration of Dividend on Equity Shares **(Ordinary Resolution)**
3. Appointment of Mr. Vicha Poolvarluk, Director retiring by rotation **(Ordinary Resolution)**
4. Appointment of Ms. Renuka Ramnath, Director retiring by rotation **(Ordinary Resolution)**



5. Ratification of Appointment of M/s S.R. Batliboi & Co., LLP, Chartered Accountants as Statutory Auditors (**Ordinary Resolution**)

SPECIAL BUSINESS

6. Issue of Non Convertible Debentures, if required, for an amount not exceeding Rs. 500 Crores on private placement (**Special Resolution**)

The consolidated scrutinizer's report was upload on the website of the Company and Karvy. Further, the results in the format prescribed were notified to the Stock Exchanges under Clause 35A of the Listing Agreement.

For PVR Limited



Pankaj Dhawan

Sr. VP-Secretarial

Membership No. F-3170

Address- 23C, Pocket- J & K,

Dilshad Garden, Delhi - 110095

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Corporate Relationship Department
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P.J. Towers, Dalal Street
Fort, Mumbai-400001

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Re: Intimation – Declaration of Result of voting at the AGM

Dear Sir,

We are pleased to inform the details of the results of voting at the 20th Annual General Meeting of the Company at Mapple Emerald, Rajokri, National Highway – 8, New Delhi - 110038 on Tuesday, the 29th day of September, 2015, at 10.30 A.M. in the format prescribed under clause 35A of the Listing Agreement.

SL. NO	DESCRIPTION	PARTICULARS				
A	Date of AGM	29-09-2015				
B	Book Closure Date	26-09-2015 TO 29-09-2015 (BOTH DAYS INCLUSIVE)				
C	Total Number of shareholders on record date	31485				
D	No of shareholders present in the meeting either in person or through proxy	155				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	Promoter and Promoter Group	2	1	3	11555260	24.81523
	Public	147	5	152	9441428	20.27572
	Total	149	6	155	20996688	45.09095
E	No. of shareholders attended the meeting through Video conferencing	No video conferencing facility was made available				

5. Details of Resolution Passed:

Resolution	Ordinary / Special Resolution	Mode of Voting
To receive, consider and adopt the audited standalone financial statements of the company for the financial year ended 31st March 2015, the report of the Board of Directors and Auditors thereon and the audited consolidated financial	Ordinary	Remote E-Voting + Poll at AGM



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

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statements of the company for the financial year ended 31st March 2015 and the report of auditors thereon		
To declare Dividend on Equity Shares for the Financial Year 2014-15.	Ordinary	Remote E-Voting + Poll at AGM
To appoint a Director in place of Mr. Vicha Poolvaraluk (DIN 02137733) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	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	Remote E-Voting + Poll at AGM
To ratify the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.301003E) as Statutory Auditors as approved by the members of the company at the 19th Annual General Meeting of the Company.	Ordinary	Remote E-Voting + Poll at AGM
Issue of Non Convertible Debentures for an amount not exceeding Rs. 500 Crores on private placement.	Special	Remote E-Voting + Poll at AGM

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

This is for your information and to all concerned.

Thanking You,
For PVR LIMITED



Pankaj Dhawan
Sr. VP- Secretarial

Encl: A/a

Details of the Agenda No. 1: To receive, consider and adopt the audited standalone financial statements of the company for the financial year ended 31st March 2015, the report of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31st March 2015 and the report of auditors thereon.

Resolution required: Ordinary

Mode of voting: (Poll and E-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes – in favor	No. of Votes – against	% of Votes in favor on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	12255260	11555260	94.2882	11555260	0	100	0
Public – Institutional holders	18178391	10690141	58.8069	10662652	27489	99.7428	0.2571
Public- Others	16131537	9670757	59.9494	9670757	0	100	0
Total	46565188	31916158	68.5408	31888669	27489	99.9139	0.0861

Details of the Agenda No. 2: To declare Dividend on Equity Shares for the Financial Year 2014 -15.

Resolution required: Ordinary

Mode of voting: (Poll and E-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes – in favor	No. of Votes – against	% of Votes in favor on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	12255260	11555260	94.2882	11555260	0	100	0
Public – Institutional holders	18178391	10962441	60.3048	10962441	0	100	0
Public- Others	16131537	9670757	59.9494	9670717	40	99.9995	0.0004
Total	46565188	32188458	69.1256	32188418	40	99.9999	0.0001

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Details of the Agenda No. 3: To appoint a Director in place of Mr. Vicha Poolvaraluk (DIN 02137733) who retires by rotation and being eligible offers himself for re-appointment.

Resolution required: Ordinary

Mode of voting: (Poll and E-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes – in favor	No. of Votes – against	% of Votes in favor on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	12255260	11555260	94.2882	11555260	0	100	0
Public – Institutional holders	18178391	10962441	60.3048	7390530	3571911	67.4168	32.5831
Public- Others	16131537	9670757	59.9494	9670712	45	99.9995	0.0004
Total	46565188	32188458	69.1256	28616502	3571956	88.903	11.097

Details of the Agenda No. 4: 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

Mode of voting: (Poll and E-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes – in favor	No. of Votes – against	% of Votes in favor on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	12255260	11555260	94.2882	11555260	0	100	0
Public – Institutional holders	18178391	10962441	60.3048	7714530	3247911	70.3723	29.6276
Public- Others	16131537	9670757	59.9494	9670712	45	99.9995	0.0004
Total	46565188	32188458	69.1256	28940502	3247956	89.9096	10.0904



Details of the Agenda No. 5: To ratify the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E) as Statutory Auditors as approved by the members of the company at the 19th Annual General Meeting of the Company.

Resolution required: Ordinary

Mode of voting: (Poll and E-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes – in favor	No. of Votes – against	% of Votes in favor on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	12255260	11555260	94.2882	11555260	0	100	0
Public – Institutional holders	18178391	10962441	60.3048	10641141	321300	97.069	2.9309
Public- Others	16131537	9670757	59.9494	9670731	26	99.9997	0.0002
Total	46565188	32188458	69.1256	31867132	321326	99.0017	0.9983

Details of the Agenda No. 6: To make offer(s) or invitation(s) for subscription of Non Convertible Debentures (NCD's) for an amount not exceeding Rs.500 Crores on private placement through issue of a private placement offer letter.

Resolution required: Special

Mode of voting: (Poll and E-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes – in favor	No. of Votes – against	% of Votes in favor on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	12255260	11555260	94.2882	11555260	0	100	0
Public – Institutional holders	18178391	10962441	60.3048	10946279	16162	99.8525	0.1474
Public- Others	16131537	9670732	59.9492	9670692	40	99.9995	0.0004
Total	46565188	32188433	69.1255	32172231	16202	99.9497	0.0503

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