

April 4, 2016

National Stock Exchange Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
BandraKurla 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: Intimation – Declaration of Result of Postal Ballot

Dear Sir,

We are pleased to inform the Results of the voting conducted through e-voting/Postal Ballot to approve the resolution for waiver of recovery of excess managerial remuneration paid to Mr. Ajay Bijli, Chairman cum Managing Director and Mr. Sanjeev Kumar, Joint Managing Director for the period from 1st April, 2014 to 31st March, 2015.

The details of voting and results of postal ballot forms and e-voting for the following resolutions are listed below:

Resolution No. 1: Special Resolution

WAIVER OF RECOVERY OF EXCESS MANAGERIAL REMUNERATION PAID TO MR. AJAY BIJLI, CHAIRMAN CUM MANAGING DIRECTOR FOR THE FINANCIAL YEAR 2014-2015.

Sr. No.	Particulars	No. of Postal Ballot Forms / E-voting	No. of Shares
(A)	Total Postal Ballot forms received in Physical Mode	235	2,04,67,201
	Total number of e-voting received via Karvy e-voting platform	113	1,10,24,143



(B)	Number of invalid physical ballot forms *	31	1,794
	Number of invalid e-voting	0	0
(c)	Number of valid physical ballot forms	204	2,04,65,407
	Number of valid e-voting	113	1,10,24,143
(D)	Votes in favour of the resolution (both physical ballot forms and e-voting)	194 (159 + 35)	2,79,13,464 (204,63,533 + 74,49,881)
(E)	Votes against the resolution (Both physical ballot forms and e-voting)	123 (45 + 78)	35,76,086 (1,824 + 35,74,262)
(G)	Percentage of votes in favour of the resolution (Both physical ballot forms and e-voting)		88.64%
(H)	Percentage of votes against the resolution (Both physical ballot forms and e-voting)		11.36%

Resolution no. 2: Special resolution

WAIVER OF RECOVERY OF EXCESS MANAGERIAL REMUNERATION PAID TO MR. SANJEEV KUMAR, JOINT MANAGING DIRECTOR FOR THE FINANCIAL YEAR 2014-2015.

Sr. No.	Particulars	No. of Postal Ballot Forms / E-voting	No. of Shares
(A)	Total Postal Ballot forms received in Physical Mode	235	2,14,06,044
	Total number of e-voting received via Karvy e-voting platform	113	1,10,24,143
(B)	Number of invalid physical	31	1,794



	ballot forms *		
	Number of invalid e-voting	0	0
(c)	Number of valid physical ballot forms	204	2,14,04,250
	Number of valid e-voting	113	1,10,24,143
(D)	Votes in favour of the resolution (both physical ballot forms and e-voting)	204 (158 + 46)	2,98,76,818 (214,02,226+ 84,74,592)
(E)	Votes against the resolution (Both physical ballot forms and e-voting)	113 (46 + 67)	25,51,575 (2,024 + 25,49,551)
(G)	Percentage of votes in favour of the resolution (Both physical ballot forms and e-voting)		92.13%
(H)	Percentage of votes against the resolution (Both physical ballot forms and e-voting)		7.87%

The above is part of the report of the scrutinizer presented on 4th April, 2016. As per the aforesaid report, the members have approved the Resolution through Postal Ballot/ E-Voting with the requisite majority votes casted in favour of the resolution out of the total valid postal ballots / E-voting received by the Company.

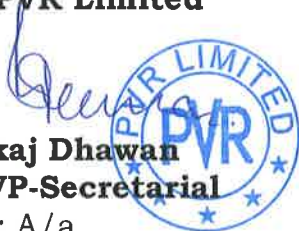
Copy of the report of the scrutinizer is enclosed for your ready reference.

This is for your information and to all concerned.

Thanking you,
For PVR Limited

Pankaj Dhawan
Sr. VP-Secretarial

Encl: A/a



Arun Gupta & Associates

Company Secretaries

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and Section 110 of Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
M/s PVR Limited
(CIN: - L74899DL1995PLC067827)
61, Basant Lok, Vasant Vihar,
New Delhi- 110057

Dear Sir,

I, Arun Kumar Gupta, Proprietor of M/s Arun Gupta and Associates, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of PVR Limited ("the Company") for the purpose of scrutinizing the voting through Postal Ballot process (comprising of e-voting and Physical Ballot papers) under the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 together with the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the Postal Ballot Notice dated 22nd February, 2016.

The Management of the Company is responsible to ensure the compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Postal Ballot process and e-voting for the resolutions proposed in the Postal Ballot Notice of the Company. I have relied on the information provided by the Registrar and Share transfer Agent ("RTA") of the Company in relation to details regarding number of shares and signatures of members. My responsibility as a scrutinizer, for conducting the voting through Postal Ballot forms and e-voting, is to ensure that the voting process to be conducted in fair and transparent manner and is restricted to make a Scrutinizer's Report for Votes cast in "favour" or "against" the resolution proposed in the Postal Ballot Notice of the Company, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the agency engaged by the Company to provide remote e-voting facility for voting through electronic means and Votes cast through Postal Ballot forms in respect of the resolutions as set out in the Postal Ballot Notice of the Company.



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Arun Gupta & Associates

Company Secretaries

I am submitting my report as under:

1. As on the cut-off date i.e. 21st February, 2016 there were 32,307 Members of the Company. The Members holding the shares as on the "Cut-Off" date were entitled to vote on the proposed resolutions.
2. The Postal Ballot Notice for Postal Ballot and E-Voting dated 22nd February, 2016 contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
3. The dispatch of Postal Ballot Notice through electronic means was completed on 02nd March, 2016.
4. The above Notice was also placed on the website of the Company (www.pvrcinemas.com) forthwith after it was sent to the members.
5. As prescribed in the aforesaid Rules, an advertisement was published by the Company in "Business Standard" in all editions in English and in "Jansatta" in all editions in Hindi ("the vernacular language") on 03rd March, 2016.
6. The e-voting period commenced from Friday, the 04th March, 2016 at 9:00 a.m. and ended on Saturday, the 02nd April, 2016 at 6:00 p.m.
7. At the end of the Voting period on Saturday, the 02nd April, 2016 at 6:00 p.m., the voting portal of the service provider was blocked forthwith.
8. Particulars of all Votes casted through e-voting have been entered in the register separately maintained for the purpose.
9. Postal Ballot Notice in physical form was sent to 20,698 members along with Postal Ballot forms and self-addressed postage prepaid business reply envelope to those members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 21st February, 2016 were entitled to vote on the proposed resolutions.
10. The dispatch of Postal Ballot forms was completed on 01st March, 2016.
11. Particulars of all the Postal Ballot forms received from the Members have been entered in a register separately maintained for the purpose.
12. The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot forms.



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13. All Postal Ballot forms received up to 06:00 p.m. on Saturday, the 02nd April, 2016, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny. Envelopes containing postal ballot forms received after 06.00 p.m. on 02nd April, 2016 were not considered for my scrutiny.

14. The ballot box was opened in my presence and the postal ballot forms were duly scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / List of beneficiaries as on 21st February, 2016 being the cut-off date. With the support of Registrar and Share transfer Agent ("RTA") of the Company, signatures of Members who had cast their vote were verified with their specimen signatures registered with RTA provided by the depositories.

15. No shareholder has cast his votes both through postal ballots as well as through E-voting.

The detail of voting and results of postal ballot forms and e-voting for respective resolutions are listed below:

Resolution No. 1: Special Resolution

WAIVER OF RECOVERY OF EXCESS MANAGERIAL REMUNERATION PAID TO MR. AJAY BIJLI, CHAIRMAN CUM MANAGING DIRECTOR FOR THE FINANCIAL YEAR 2014-2015.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"RESOLVED that pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") and the rules framed thereunder and subject to the approval of Central Government, the consent of the members be and is hereby accorded to ratify and confirm the remuneration paid in excess of the limits prescribed under the Companies Act amounting to Rs. 2,35,63,972 paid to Mr. Ajay Bijli, Chairman and Managing Director of the Company, during the Financial Year 2014-15, and waive the recovery of such excess remuneration being the remuneration agreed to be paid to him as per the terms approved by the Members and also approve the consequential retention thereof by him.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts and deeds as it may in its absolute discretion deem necessary and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the company, to give effect to this resolution and all the acts and deeds already done in this matter be and are hereby ratified."



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(D)	Votes in favour of the resolution (both physical ballot forms and e-voting)	194 (159 + 35)	2,79,13,464 (204,63,583 + 74,49,881)
(E)	Votes against the resolution (Both physical ballot forms and e-voting)	123 (45 + 78)	35,76,086 (1,824 + 35,74,262)
(G)	Percentage of votes in favour of the resolution (Both physical ballot forms and e-voting)		88.64%
(H)	Percentage of votes against the resolution (Both physical ballot forms and e-voting)		11.36%

* Invalid votes includes votes rejected on account of signature of members not matching with the available specimen, members not having voted, members not having signed, absence of valid authorization to vote, members not entitled to vote, etc.

Note: Being an interested director, Mr. Ajay Bijli is not eligible to vote for / against the resolution.



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Resolution no. 2: Special resolution

WAIVER OF RECOVERY OF EXCESS MANAGERIAL REMUNERATION PAID TO MR. SANJEEV KUMAR, JOINT MANAGING DIRECTOR FOR THE FINANCIAL YEAR 2014-2015.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution;

“RESOLVED that pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) and the rules framed thereunder and subject to the approval of Central Government, the consent of the members be and is hereby accorded to ratify and confirm the remuneration paid in excess of the limits prescribed under the Companies Act amounting to Rs. 1,35,73,972 paid to Mr. Sanjeev Kumar, Joint Managing Director of the Company, during the Financial Year 2014-15, and waive the recovery of such excess remuneration being the remuneration agreed to be paid to him as per the terms approved by the Members and also approve the consequential retention thereof by him.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts and deeds as it may in its absolute discretion deem necessary and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the company, to give effect to this resolution and all the acts and deeds already done in this matter be and are hereby ratified.”

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(G)	Percentage of votes in favour of the resolution (Both physical ballot forms and e-voting)	92.13%
(H)	Percentage of votes against the resolution (Both physical ballot forms and e-voting)	7.87%


* Invalid votes includes votes rejected on account of signature of members not matching with the available specimen, members not having voted, members not having signed, absence of valid authorization to vote, members not entitled to vote, etc.

Note: Being an interested director, Mr. Sanjeev Kumar is not eligible to vote for / against the resolution.

The register of postal ballots received till the close of the working hours of the last date of receipt of ballots giving the serial no., ballot no., client id/folio no., name and address of the shareholders, total holding and the nominal value, votes cast for, votes cast against, invalid ballots, reasons for invalidation and mode of voting (physical or e-voting or in case Member(s) opted for both modes, then voting done through e-voting was considered) in respect of the resolutions has been maintained in electronic form on computer.

I have handed over the postal ballot forms and other related papers / Registers and records for safe custody to Mr. Pankaj Dhawan, Sr. V.P. Secretarial of the Company who is authorised by the Board to supervise the postal ballot process and E-voting process.

Thanking You
For Arun Gupta & Associates


Arun Kumar Gupta
Company Secretary
C.P. No. 8003
SCRUTINIZER



Date: 04th April, 2016
Place: New Delhi