

24th July, 2017

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

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

Dear Sir,

Please find enclosed the Proceedings of the 22nd Annual General Meeting of the Company held on Monday, 24th July, 2017 at 10.30 A.M at Mapple Emerald, Rajokri, NH- 8, New Delhi - 110038.

This is for your information and records.

Thanking You.

Yours faithfully,
For **PVR Limited**


Pankaj Dhawan
Company Secretary



**Proceedings of the 22nd Annual General Meeting of PVR Limited held
on July 24, 2017**

The 22nd Annual General Meeting of the Members of the Company was held on July 24, 2017 at 10:30 a.m., at Mapple Emerald, Rajokri, NH- 8, New Delhi - 110038.

Since the quorum was present, the Chairman of the meeting began the proceedings of the Meeting.

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 July 20, 2017 and ended at 5:00 p.m. on July 23, 2017.

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 E-voting.

He further informed that the Company has engaged Karvy Computershare Private Limited ("Karvy") 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 8 resolutions 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 and Company Secretary.

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 following items of the business as per the Notice of AGM, were transacted at the meeting:

ORDINARY BUSINESS:

1. Adoption of (a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2017, the reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2017 and the report of the Auditors thereon. **(Ordinary Resolution)**
2. Declaration of Dividend @ Rs. 2/- each on the existing Equity Shares **(Ordinary Resolution)**



3. Appointment of Mr. Ajay Bijli as Director of the Company retiring by rotation and eligible for re-appointment. **(Ordinary Resolution)**
4. Appointment of M/s B S R & Co., LLP, as Statutory Auditors and authority to Managing Director to fix their remuneration. **(Ordinary Resolution)**

SPECIAL BUSINESSES:

5. Appointment of Mr. Vishal Mahadevia as Non-Executive and Non Independent Director. **(Ordinary Resolution)**
6. Approval for offer of Non-Convertible Debentures, for an amount upto Rs. 500 Crores on private placement basis, if any required **(Special Resolution)**
7. Approval for issue of 3,00,000 Equity Shares in accordance with "PVR ESOS 2017" to the Employees. **(Special Resolution)**
8. Adoption of new set of Articles of Association. **(Special Resolution)**

The details of the Results of the voting through the ballot papers and the electronic voting opted by the shareholders on all the Resolutions of the Notice will be forwarded separately on declaration of the same.

For **PVR Limited**


Pankaj Dhawan
Company Secretary

