

28<sup>th</sup> September, 2018

**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 23rd 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 approved by the members of the Company with requisite majority.

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	27-09-2018				
B	Total Number of shareholders on record date	36587				
C	No of shareholders present in the meeting either in person or through proxy	215 members in person including 1 Authorized Representative and 4 through proxy				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	Promoter and Promoter Group	1	3	4	94,65,305	20.25%
	Public	214	1	215	3,14,942	0.67%
	Total	215	4	219	97,80,247	21.92%
D	No. of shareholders attended the meeting through Video conferencing	No video conferencing facility was made available				

## Details of Resolution 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 31st March 2018, 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 31st March 2018 and the report of auditors thereon	Ordinary	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 2017-18	Ordinary	Remote E-Voting + Poll at AGM
To appoint a Director in place of Mr. Sanjeev Kumar (DIN 00208173) who retires by rotation and being eligible offers himself for re-appointment	Ordinary	Remote E-Voting + Poll at AGM



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

T: +91 124 4708100 | F: +91 124 4708101 | W: www.pvrcinemas.com

Regd Office: 61, Basant Lok Vasant Vihar, New Delhi 110057

CIN : L74899DL1995PLC067827




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 records.

Thanking You.

Yours faithfully,

For **PVR LIMITED**



**Pankaj Dhawan**  
**Company Secretary**

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 2018, 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 2018 and the report of auditors thereon.

**Resolution required: Ordinary**

Promoter/ Public	Mode of Voting	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	E-Voting	94,65,305	0	0	0	0	0	0.00%
	Poll		94,65,305	100%	94,65,305	0	100%	0.00%
	<b>TOTAL</b>		94,65,305	100%	94,65,305	0	100%	0.00%
Public - Institutional holders	E-Voting	2,54,30,203	1,88,61,952	74.17%	1,88,61,952	0	100%	0.00%
	Poll		0	0.00%	0	0	0	0.00%
	<b>TOTAL</b>		1,88,61,952	74.17%	1,88,61,952	0	100%	0.00%
Public- Others	E-Voting	1,18,43,080	84,39,483	71.26%	84,39,448	35	100%	0.00%
	Poll		3,10,402	2.62%	3,10,402	0	100%	0.00%
	<b>TOTAL</b>		87,49,885	73.88%	87,49,850	35	100%	0.00%
<b>Total</b>		<b>4,67,38,588</b>	<b>3,70,77,142</b>	<b>79.33%</b>	<b>3,70,77,107</b>	<b>35</b>	<b>100%</b>	<b>0.00%</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 2017-18.

**Resolution required: Ordinary**

Promoter/ Public	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares $(3) = \frac{(2)}{(1)} * 100$	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled $(6) = \frac{(4)}{100}$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} * 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	94,65,305	0	0	0	0	0	0.00%
	Poll		94,65,305	100%	94,65,305	0	100%	0.00%
	<b>TOTAL</b>	94,65,305	94,65,305	100%	94,65,305	0	100%	0.00%
Public - Institutional holders	E-Voting	2,54,30,203	2,12,19,392	83.44%	2,12,19,392	0	100%	0.00%
	Poll		0	0.00%	0	0	0	0.00%
	<b>TOTAL</b>	2,54,30,203	2,12,19,392	83.44%	2,12,19,392	0	100%	0.00%
Public- Others	E-Voting	1,18,43,080	84,39,483	71.26%	84,39,448	35	100%	0.00%
	Poll		3,10,402	2.62%	3,10,402	0	100%	0.00%
	<b>TOTAL</b>	1,18,43,080	87,49,885	73.88%	87,49,850	35	100%	0.00%
<b>Total</b>		<b>4,67,38,588</b>	<b>3,94,34,582</b>	<b>84.37%</b>	<b>3,94,34,547</b>	<b>35</b>	<b>100%</b>	<b>0.00%</b>



**Details of the Agenda No. 3:** To appoint a Director in place of Mr. Sanjeev Kumar (DIN 00208173) who retires by rotation and being eligible offers himself for re-appointment.

**Resolution required: Ordinary**

Promoter/ Public	Mode of Voting	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	E-Voting	94,65,305	0	0	0	0	0	0.00%
	Poll		94,65,305	100%	94,65,305	0	100%	0.00%
	<b>TOTAL</b>	94,65,305	94,65,305	100%	94,65,305	0	100%	0.00%
Public - Institutional holders	E-Voting	2,54,30,203	2,12,19,392	83.44%	2,08,50,090	3,69,302	98.26%	1.74%
	Poll		0	0.00%	0	0	0	0.00%
	<b>TOTAL</b>	2,54,30,203	2,12,19,392	83.44%	2,08,50,090	3,69,302	98.26%	1.74%
Public- Others	E-Voting	1,18,43,080	84,39,483	71.26%	84,39,373	110	100%	0.00%
	Poll		3,10,402	2.62%	3,10,402	0	100%	0.00%
	<b>TOTAL</b>	1,18,43,080	87,49,885	73.88%	87,49,775	110	100%	0.00%
<b>Total</b>		<b>4,67,38,588</b>	<b>3,94,34,582</b>	<b>84.37%</b>	<b>3,90,65,170</b>	<b>3,69,412</b>	<b>99.06%</b>	<b>0.94%</b>



# Arun Gupta & Associates

## Company Secretaries

### 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]

To,

The Chairman

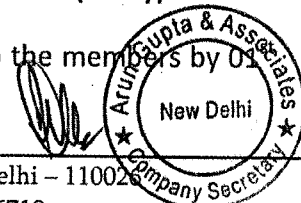
**23<sup>rd</sup> Annual General Meeting of the  
Equity Shareholders of PVR Limited**

Held on Thursday, 27<sup>th</sup> September, 2018 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 23<sup>rd</sup> Annual General Meeting (AGM) held on **Thursday, 27<sup>th</sup> day of September, 2018** 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 23<sup>rd</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 Computershare Private Limited (Karvy)**.
- 3) The Company has completed the dispatch of the notices to the members by 01 September, 2018.



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# Arun Gupta & Associates

## *Company Secretaries*

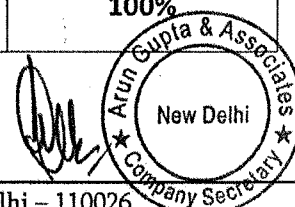
- 4) The Shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday, 19<sup>th</sup> September, 2018 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
- 5) The Remote e-voting was open between 9.00 A.M. to 5.00 P.M. for four days from 23<sup>rd</sup> September, 2018 to 26<sup>th</sup> September, 2018 (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 Mr. Samarjit Agarwal 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 2018, 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 2018 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	181	27,301,400	100%
Poll	125	9,775,707	100%
<b>Total</b>	<b>306</b>	<b>37,077,107</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	1	35	0%
Poll	0	0	0%
<b>Total</b>	<b>1</b>	<b>35</b>	<b>0%</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	2,357,440
Poll	2	6
<b>Total</b>	<b>9</b>	<b>2,357,446</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 2017-18.

(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	188	29,658,840	100%
Poll	125	9,775,707	100%
<b>Total</b>	<b>313</b>	<b>39,434,547</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	1	35	0%
Poll	0	0	0%
<b>Total</b>	<b>1</b>	<b>35</b>	<b>0%</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	0	0
Poll	2	6
<b>Total</b>	<b>2</b>	<b>6</b>

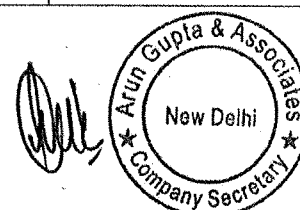
Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 2** of the Notice of the AGM has been **passed with requisite majority**.

### **ITEM NO 3: Ordinary Resolution**

To appoint a Director in place of Mr. Sanjeev Kumar (DIN 00208173) who retires by rotation and being eligible offers himself 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	179	29,289,463	98.75%
Poll	125	9,775,707	100%
<b>Total</b>	<b>304</b>	<b>39,065,170</b>	<b>99.06%</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	10	369,412	1.25%
Poll	0	0	0%
<b>Total</b>	<b>10</b>	<b>369,412</b>	<b>0.94%</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	0	0
Poll	2	6
<b>Total</b>	<b>2</b>	<b>6</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**.

- 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

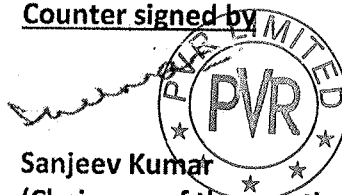
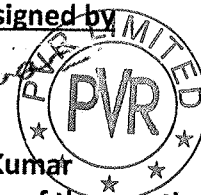
For Arun Gupta & Associates



Arun Kumar Gupta  
(Scrutinizer)  
Membership No. 21227  
C.P. No. 8003



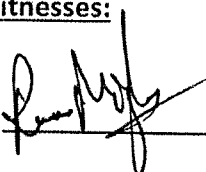
Counter signed by

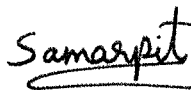
Sanjeev Kumar  
(Chairman of the meeting)

Place: New Delhi  
Date: 28/09/2018

Witnesses:

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

Name: Reema Miglani  
Address: 192, Dr. Mukherjee Nagar,  
New Delhi-110009

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

Name: Samarjit Agarwal  
Address: L-12, 3rd Floor, West Patel  
Nagar, New Delhi 110008