

Arun Gupta & Associates

Company Secretaries

SCRUTINIZER'S REPORT (Combined Report for Poll / E-voting)

To,

**The Chairman
Extra Ordinary General Meeting
Of the Equity Shareholders of M/s PVR Limited**

Result of voting through electronic means and poll for the Extra Ordinary General Meeting ("EGM") of **M/s PVR Limited** held on Friday, 10th July, 2015 at 10.30 a.m. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.

Dear Sir,

1. I, Arun Kumar Gupta, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of the Company at its meeting held on 12th June, 2015 for scrutinizing the E-Voting process conducted 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 process of voting by poll at the venue of EGM conducted pursuant to Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Listing Agreement.
2. 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 and Poll on the Resolutions contained in the Notice of EGM of the Company. As Scrutinizer for e-voting process and for poll at the EGM, my responsibility is to provide the Scrutinizer's report of the Votes Cast in "favor" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorized agency engaged by the Company to provide e-voting facilities and also at the time of poll at EGM.
3. As a scrutinizer, I have duly compiled all the details of the E-Voting carried out by the Members and the physical voting done at the venue of EGM by way of ballot paper and I hereby submit the Combined report on the results of e-voting together with that of Poll as mentioned below:



Office: 59, Ground Floor, Street No. 3, Madan Park, East Punjabi Bagh, New Delhi – 110026

Contact: +91-9818845037, +91-9650001537, +91-11-28316719

E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com

Arun Gupta & Associates

Company Secretaries

- a. The E-voting commenced from Tuesday, 07th July, 2015 at 9.00 A.M. and ended on Thursday, 09th July, 2015 at 05.00 P.M.
 - b. The e- voting results was unblocked from the website of M/s. Karvy Computershare Private Limited. i.e. <https://evoting.karvy.com> and the excel file containing the result was opened in the presence of Mr. Anshul Jain and Ms. Heena Malhotra who are not in the employment of the Company.
 - c. The e-voting data was scrutinized by me for verification of votes cast in favor and against the Resolution.
4. The results of Poll and e-voting are as hereunder:-

Item no. & type of resolutions	Particulars	Votes in favor of the resolution			Votes in against the resolution			Invalid votes	
		No. of Mem bers	No. of Votes	% age	No. of Mem bers	No. of Votes	% age	No. of Members	No. of votes
Item No. 1 Special Resolution	E- VOTING	56	7500297		1	15		Nil	Nil
	POLL	142	22958520		1	8		10	170
	TOTAL	198	30458817	100	2	23	0.00	10	170
Item No. 2 Special Resolution	E- VOTING	56	7500297		1	15		Nil	Nil
	POLL	142	22958520		1	8		10	170
	TOTAL	198	30458817	100	2	23	0.00	10	170
Item No. 3 Special Resolution	E- VOTING	56	7500297		1	15		Nil	Nil
	POLL	142	22958520		1	8		10	170
	TOTAL	198	30458817	100	2	23	0.00	10	170
Item No. 4 Special Resolution	E-VOTING	30	3452134		27	4048178		Nil	Nil
	POLL	139	21001871		1	8		10	170
	TOTAL	169	24454005	85.80	28	4048186	14.20	10	170
Item No. 5 Special Resolution	E-VOTING	29	3452119		27	4048193		Nil	Nil
	POLL	141	22691714		1	8		10	170
	TOTAL	170	26143833	86.60	28	4048201	13.40	10	170

Arun Gupta & Associates

Company Secretaries

Item No. 6	E-VOTING	56	7500302		1	10		Nil	Nil
Special Resolution	POLL	142	22958519		1	8		10	170
	TOTAL	198	30458821	100	2	18	0.00	10	170

5. All the resolutions mentioned in the EGM notice as per the details above stand passed under E-voting and voting conducted at EGM by way of Ballot Papers with the required consent and deemed to be passed as on the date of the EGM.
6. I hereby confirm that I am maintaining the registers in respect of the votes cast through Poll / e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Company Secretary of the Company.
7. You may accordingly declare the results of Poll / e-voting process.

Thanking You




Arun Kumar Gupta
Company Secretary in Practice
C.P. No. 8003
ACS: 21227
SCRUTINIZER

Date: 10/07/2015
Place: New Delhi