

July 4, 2018

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

Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir,

We are pleased to inform the Results of the voting conducted through e-voting/Postal Ballot concluded on 3rd July, 2018.

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.

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
Company Secretary cum Compliance Officer

Encl: A/a

Annexure "A"

Format for Voting Results

Date of the AGM/EGM Postal Ballot	03 rd July, 2018
Total number of shareholders on record date	33,348
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable

Details of Resolution Passed:

Resolution	Ordinary / Special Resolution	Mode of Voting
AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO BORROW FUNDS IN EXCESS OF AGGREGATE OF THE COMPANY'S PAID UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM (APART FROM TEMPORARY LOANS OBTAINED FROM COMPANY'S BANKERS IN THE ORDINARY COURSE OF BUSINESS).	Special	Postal Ballot + E-Voting
AUTHORISING THE BOARD OF DIRECTORS TO MORTGAGE OR CREATE A CHARGE, SELL, LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY.	Special	Postal Ballot + E-Voting
AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF NON CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT.	Special	Postal Ballot + E-Voting
INCREASING THE FPI/FII AND NRI SHAREHOLDING LIMIT UNDER FOREIGN EXCHANGE MANAGEMENT ACT, 1999.	Special	Postal Ballot + E-Voting
RE-APPOINTMENT OF MR. AJAY BIJLI AS CHAIRMAN & MANAGING DIRECTOR AND FIXATION OF HIS REMUNERATION.	Ordinary	Postal Ballot + E-Voting
RE-APPOINTMENT OF MR. SANJEEV KUMAR AS JOINT MANAGING DIRECTOR AND FIXATION OF HIS REMUNERATION.	Ordinary	Postal Ballot + E-Voting



RESOLUTION 1: AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO BORROW FUNDS IN EXCESS OF AGGREGATE OF THE COMPANY'S PAID UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM (APART FROM TEMPORARY LOANS OBTAINED FROM COMPANY'S BANKERS IN THE ORDINARY COURSE OF BUSINESS).

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00%	0	0	0.00%	0.00%
	Poll	94,65,305	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		94,65,305	100.00%	94,65,305	0	100.00%	0.00%
	Total		94,65,305	100.00%	94,65,305	0	100.00%	0.00%
Public- Institutions	E-Voting		2,01,16,672	78.34%	2,00,23,950	92,722	99.54%	0.46%
	Poll	2,56,80,316	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,01,16,672	78.34%	2,00,23,950	92,722	99.54%	0.46%
Public- Non Institutions	E-Voting		84,35,194	72.76%	84,35,039	155	100.00%	0.00%
	Poll	1,15,92,967	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		3,08,895	2.66%	3,08,895	0	100.00%	0.00%
	Total		87,44,089	75.43%	87,43,934	155	100.00%	0.00%
Total		4,67,38,588	3,83,26,066	82.00%	3,82,33,189	92,877	99.76%	0.24%



RESOLUTION 2: AUTHORISING THE BOARD OF DIRECTORS TO MORTGAGE OR CREATE A CHARGE, SELL, LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94,65,305	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		94,65,305	100.00%	94,65,305	0	100.00%	0.00%
	Total		94,65,305	100.00%	94,65,305	0	100.00%	0.00%
Public- Institutions	E-Voting	2,56,80,316	2,01,16,672	78.34%	2,00,23,950	92,722	99.54%	0.46%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,01,16,672	78.34%	2,00,23,950	92,722	99.54%	0.46%
Public- Non Institutions	E-Voting	1,15,92,967	84,35,194	72.76%	84,35,032	162	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		3,08,895	2.66%	3,08,895	0	100.00%	0.00%
	Total		87,44,089	75.43%	87,43,927	162	100.00%	0.00%
Total		4,67,38,588	3,83,26,066	82.00%	3,82,33,182	92,884	99.76%	0.24%



RESOLUTION 3: AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF NON CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00%	0	0	0.00%	0.00%
	Poll	94,65,305	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		94,65,305	100.00%	94,65,305	0	100.00%	0.00%
	Total		94,65,305	100.00%	94,65,305	0	100.00%	0.00%
Public- Institutions	E-Voting		2,01,16,672	78.34%	2,00,23,950	92,722	99.54%	0.46%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot	2,56,80,316	0	0.00%	0	0	0.00%	0.00%
	Total		2,01,16,672	78.34%	2,00,23,950	92,722	99.54%	0.46%
Public- Non Institutions	E-Voting		84,35,202	72.76%	84,35,156	46	100.00%	0.00%
	Poll	1,15,92,967	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		3,08,895	2.66%	3,08,895	0	100.00%	0.00%
	Total		87,44,097	75.43%	87,44,051	46	100.00%	0.00%
Total		4,67,38,588	3,83,26,074	82.00%	3,82,33,306	92,768	99.76%	0.24%



RESOLUTION 4: INCREASING THE FPI/FII AND NRI SHAREHOLDING LIMIT UNDER FOREIGN EXCHANGE MANAGEMENT ACT, 1999.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94,65,305	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	
	Postal Ballot		94,65,305	100.00%	94,65,305	0	100.00%	0.00%
Public- Institutions	Total		94,65,305	100.00%	94,65,305	0	100.00%	0.00%
	E-Voting	2,56,80,316	2,01,16,672	78.34%	2,01,16,672	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	
	Postal Ballot		0	0.00%	0	0	0.00%	
Public- Non Institutions	Total		2,01,16,672	78.34%	2,01,16,672	0	100.00%	0.00%
	E-Voting	1,15,92,967	84,35,202	72.76%	84,35,012	190	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	
	Postal Ballot		3,08,895	2.66%	3,08,895	0	100.00%	0.00%
Total	Total		87,44,097	75.43%	87,43,907	190	100.00%	0.00%
		4,67,38,588	3,83,26,074	82.00%	3,83,25,884	190	100.00%	0.00%



RESOLUTION 5: RE-APPOINTMENT OF MR. AJAY BIJLI AS CHAIRMAN & MANAGING DIRECTOR AND FIXATION OF HIS REMUNERATION

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00%	0	0	0.00%	0.00%
	Poll	94,65,305	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		40,55,007	42.84%	40,55,007	0	100.00%	0.00%
	Total		40,55,007	42.84%	40,55,007	0	100.00%	0.00%
Public- Institutions	E-Voting		1,88,95,863	73.58%	1,84,34,311	4,61,552	97.56%	2.44%
	Poll	2,56,80,316	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		1,88,95,863	73.58%	1,84,34,311	4,61,552	97.56%	2.44%
Public- Non Institutions	E-Voting		84,35,194	72.76%	84,35,114	80	100.00%	0.00%
	Poll	1,15,92,967	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		3,08,895	2.66%	3,08,895	0	100.00%	0.00%
	Total		87,44,089	75.43%	87,44,009	80	100.00%	0.00%
Total		4,67,38,588	3,16,949,59	67.81%	3,12,33,327	4,61,632	98.54%	1.46%



RESOLUTION 6: RE-APPOINTMENT OF MR. SANJEEV KUMAR AS JOINT MANAGING DIRECTOR AND FIXATION OF HIS REMUNERATION

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	94,65,305	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		57,36,413	60.60%	57,36,413	0	100.00%	0.00%
	Total		57,36,413	60.60%	57,36,413	0	100.00%	0.00%
Public-Institutions	E-Voting	2,56,80,316	1,89,37,132	73.74%	1,87,85,632	1,51,500	99.20%	0.80%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		1,89,37,132	73.74%	1,87,85,632	1,51,500	99.20%	0.80%
Public- Non Institutions	E-Voting	1,15,92,967	84,35,194	72.76%	84,35,114	80	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		3,08,895	2.66%	3,08,895	0	100.00%	0.00%
	Total		87,44,089	75.43%	87,44,009	80	100.00%	0.00%
Total		4,67,38,588	3,34,17,634	71.50%	3,32,66,054	1,51,580	98.55%	0.45%



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Company Secretaries

Scrutinizer's Report

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

To,

The Chairman

PVR Limited

61, Basant Lok, Vasant Vihar,
New Delhi-110057

Subject: Consolidated Scrutinizer's Report on Postal Ballot and e-Voting

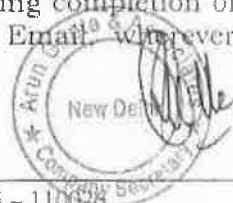
Dear Sir,

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 **M/s PVR LIMITED** for scrutinizing the e-voting process and physical postal ballot process in fair and transparent manner pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 in respect of the Resolutions contained in the Postal Ballot Notice dated 04th May, 2018.

The Company, pursuant to the Provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 required to provide e-voting facility to the Shareholders for passing of Resolutions through Postal Ballot.

The Company has completed the dispatch of Postal Ballot and e-voting Notice, Postal ballot forms along with postage prepaid business reply envelop on 31st May, 2018 to its members whose name(s) appeared on the Register of Members/List of beneficiaries as on 18th May, 2018.

As required under Rule 22(3) of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "**Business Standard**" in all editions in English and in "**Business Standard**" all Editions in Hindi ("the vernacular Language") on 01st June, 2018 confirming completion of dispatch of Notice of Postal Ballot by Registered Post and Email, wherever applicable, to the members.



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The Postal Ballot and e-voting commenced from 04th June, 2018 at 9.00 a.m. and ended on 03rd July, 2018 at 5.00 p.m.

I have downloaded the data of e-voting after the e-voting module was disabled by **Karvy Computershare Private Limited** on 03rd July, 2018 in the presence of two witnesses who are not in the employment of the Company. The data was scrutinized by me for verification of votes cast in favour and against the Resolution.

The Physical postal ballot forms received from the members were duly opened, verified and recorded in a register maintained for the purpose. Further the votes casted through E-voting have also been recorded in register maintained separately.

All postal ballot forms received till 03rd July, 2018 upto 5:00 p.m., the last date and time fixed by the Company for receipt of the postal ballot were considered for my scrutiny and the envelopes containing postal ballot forms received after 5:00 p.m. on 03rd July, 2018 were not considered for my scrutiny.

On proper scrutiny and summary of all the Postal Ballots and e-voting cast by the members, the consolidated voting results for the items placed for consideration of the members are as under:

ITEM NO. 1: SPECIAL RESOLUTION

AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO BORROW FUNDS IN EXCESS OF AGGREGATE OF THE COMPANY'S PAID UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM (APART FROM TEMPORARY LOANS OBTAINED FROM COMPANY'S BANKERS IN THE ORDINARY COURSE OF BUSINESS).

"RESOLVED THAT pursuant to the provisions of Section 102, Section 114 and Section 180(1)(c) read with other applicable provisions, if any, of the Companies Act, 2013 and rules, regulations, notifications, directions and clarifications issued thereunder (including any statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authority and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company ("Board") (which term shall be deemed to include any Committee which the Board may constitute for this purpose), the consent of the Members of the Company be and is hereby accorded to the Board to borrow from time to time such sum(s) of money (whether in Indian rupees or foreign currency including external commercial borrowing) as the Board may deem requisite for the purpose of the business of the Company notwithstanding that the money(s) to be borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary



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course of business), will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount to be borrowed by the Company shall not exceed the sum of Rs. 2,000 Crores (Rupees Two Thousand Crores)."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents as may be required, and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and also to delegate all or any of the above powers severally to the Finance Committee or the Managing Director, Company Secretary, Chief Financial Officer and any other official(s), and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

(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
E-voting	174	28,458,989	99.67%
Postal Ballot	9	9,774,200	100%
Total	183	38,233,189	99.76%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	17	92,877	0.24%
Postal Ballot	0	0	0%
Total	17	92,877	0.24%

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
E-voting	3	4,409
Postal Ballot	0	0
Total	3	4,409

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Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 1 of the Notice dated 04th May, 2018 has been passed with requisite majority.

ITEM NO. 2: SPECIAL RESOLUTION

AUTHORISING THE BOARD OF DIRECTORS TO MORTGAGE OR CREATE A CHARGE, SELL, LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY.

"RESOLVED THAT pursuant to the provisions of Section 102, Section 114 and Section 180(1)(a) read with other applicable provisions, if any, of the Companies Act, 2013 and rules, regulations, notifications, directions and clarifications issued thereunder (including any statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authorities and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company ("**Board**") (which term shall be deemed to include any Committee which the Board may constitute for this purpose), the consent of the Members of the Company be and is hereby accorded to the Board to mortgage and/or charge all or any immoveable and/ or movable properties of the Company where-so-ever situate, present and future for securing the borrowings of the Company availed or to be availed, and/ or to sell, lease or dispose of the whole or substantially the whole of the undertaking of the Company, for a sum not exceeding R\$. 2,000 Crores (Rupees Two Thousand Crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents as may be required, and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and also to delegate all or any of the above powers severally to the Finance Committee or the Managing Director, Company Secretary, Chief Financial Officer and any other official(s), and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."



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(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
E-voting	174	28,458,982	99.67%
Postal Ballot	9	9,774,200	100%
Total	183	38,233,182	99.76%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	17	92,884	0.24%
Postal Ballot	0	0	0%
Total	17	92,884	0.24%

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
E-voting	3	4,409
Postal Ballot	0	0
Total	3	4,409

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 2** of the Notice dated 04th May, 2018 has been passed with requisite majority.

ITEM NO 3: SPECIAL RESOLUTION

AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF NON CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT.



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"RESOLVED THAT pursuant to the provisions of Section 42, read with the Sections 71, 102 and 114 of the Companies Act 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and rules, regulations, circulars, directions and notifications made/ issued thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Foreign Exchange Management Act, 1999 and rules, regulations, circulars, directions and notifications made/ issued thereunder (including any statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authorities and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company ("**Board**") (which term shall be deemed to include any Committee which the Board may constitute for this purpose), the consent of the Members of the Company be and is hereby accorded to the Board to issue, make offer(s) or invitation(s) to subscribe to the listed/ unlisted Non-Convertible Debentures ("**NCDs**") of the Company during a period of one year from the date of passing of this Resolution, on private placement basis, in one or more than one tranches, through issuance of a private placement offer letter on such terms and conditions and to such person(s) as the Board deems fit, for an aggregate amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents as may be required, and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, in respect of issuance of the NCDs, including but not limited to number of issues/ tranches, face value, issue price, issue size, timing, amount, tenure, method of issuance, security/ charge creation, coupon/ interest rate(s), yield, allotment and other terms and conditions of issue, appointment of intermediaries including arranger for the NCDs, Law Firm(s) / legal expert(s), Registrar & Share Transfer Agent, Depositories i.e. NSDL/ CDSL, Debenture Trustee(s), Bankers, and also to delegate all or any of the above powers severally to the Finance Committee or the Managing Director, Company Secretary and Chief Financial Officer and any other official(s), and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Chairman cum Managing Director, Joint Managing Director and Company Secretary of the Company be and are hereby severally authorized to apply for the listing and trading of the NCDs on the stock exchanges and to do all such acts and deeds as they consider necessary and expedient in the matter."



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(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
E-voting	180	28,459,106	99.68%
Postal Ballot	9	9,774,200	100%
Total	189	38,233,306	99.76%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	12	92,768	0.24%
Postal Ballot	0	0	0%
Total	12	92,768	0.24%

(iii) **Invalid Votes/ Abstain from Voting:**

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
E-voting	2	4,401
Postal Ballot	0	0
Total	2	4,401

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 3** of the Notice dated 04th May, 2018 has been **passed with requisite majority**.

ITEM NO. 4: SPECIAL RESOLUTION

INCREASING THE FPI/FII AND NRI SHAREHOLDING LIMIT UNDER FOREIGN EXCHANGE MANAGEMENT ACT, 1999.

"RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Securities and Exchange Board of India (Foreign

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Portfolio Investors) Regulations, 2014, the Consolidated FDI Policy (effective from August 28, 2017), and all applicable rules, regulations, circulars, notifications, guidelines, directions, (including any statutory modification/amendment thereto or re-enactment thereof for the time being in force), and any other applicable laws for the time being in force, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authority and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions which may be agreed to by the board of directors of the Company ("Board") (which term shall be deemed to include any Committee which the Board may constitute for this purpose), consent of the Members of the Company be and is hereby accorded to permit Foreign Portfolio Investors ("FPIs") registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time, and the existing Foreign Institutional Investors ("FIIs") registered with the Securities and Exchange Board of India ("SEBI"), including their sub-accounts registered with SEBI, to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares of the Company listed on the recognized stock exchange of India, upto an aggregate limit of 74% (seventy four per cent) of the paid-up equity share capital (on a fully diluted basis) of the Company, at the time of making such investment, provided that the individual shareholding of FPIs/FIIs on its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Consolidated FDI Policy (effective from August 28, 2017), all applicable rules, regulations, circulars, notifications, guidelines, directions including those issued by the Reserve Bank of India (including any statutory modification/amendment thereto or re-enactment thereof for the time being in force), and any other applicable laws for the time being in force, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authority and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board, consent of the Members of the Company be and is hereby accorded to permit Non Resident Indians ("NRIs") to acquire and hold the equity shares of the Company listed on the recognized stock exchanges of India, subject to the condition that the aggregate holding of the NRIs shall not exceed 24% (twenty four per cent) of the paid-up equity share capital (on a fully diluted basis) of the Company or such other limit as may be stipulated by Reserve Bank of India, from time to time, provided that the individual shareholding of the NRIs shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations,

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including any statutory modification(s) or re-enactment thereof for the time being in force."

"RESOLVED FURTHER THAT for the purpose of giving effect to the abovementioned resolutions, the Board be and is hereby authorized to finalize, settle and execute such forms and documents as may be required, and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and also to delegate all or any of the above powers severally to the Committee of Directors or the Managing Director, Company Secretary, Chief Financial Officer and any other official(s), and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

(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
E-voting	182	28,551,684	100%
Postal Ballot	9	9,774,200	100%
Total	191	38,325,884	100%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	10	190	0.00%
Postal Ballot	0	0	0%
Total	10	190	0.00%

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
E-voting	2	4,401
Postal Ballot	0	0
Total	2	4,401

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Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 4 of the Notice dated 04th May, 2018 has been passed with requisite majority.

ITEM NO. 5: ORDINARY RESOLUTION

RE-APPOINTMENT OF MR. AJAY BIJLI AS CHAIRMAN & MANAGING DIRECTOR AND FIXATION OF HIS REMUNERATION.

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V, and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules, regulations, directions and notifications made/ issued thereunder (including any statutory modification/ amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such approvals, as maybe necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Ajay Bijli (DIN: 00534112) as Chairman cum Managing Director of the Company for a period of 5 (five) years; effective from 1st April, 2018 on the following terms and conditions including remuneration, with further liberty to the board of directors of the Company ("**Board**") (which term shall be deemed to include any Committee constituted by the Board) to alter the said terms and conditions of appointment and remuneration of Mr. Ajay Bijli in the best interests of the Company and as may be permissible at law:

A. Remuneration;

Fixed Remuneration

Basic Salary	Rs. 30,76,000/- per month
House Rent Allowance or Expenses of Leased Furnished/ Unfurnished Accommodation	Rs. 15,07,300/- per month
TOTAL	Rs. 45,83,300/- per month
There shall also be an increment of 8% per annum of Fixed Remuneration from Financial Year 2019-20 to Financial Year 2022-23.	

Variable Remuneration

Commission: Equivalent to 3.90% of the Net Profits of the Company payable annually.

Provided that the overall remuneration (comprising of Fixed Remuneration and Commission) shall not exceed 5% of the Net Profit



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of the Company computed under Section 198 of the Act.

B. Perquisites in addition to the above:

- (i) Company's contribution towards Provident Fund and Superannuation Fund as per rules of the Company;
- (ii) Gratuity - as per rules of the Company;
- (iii) Two cars - provision of chauffeur driven cars for the business of the Company.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Ajay Bijli as Chairman cum Managing Director, the Company has no profits or its profits are inadequate, the Company will pay the aforesaid Fixed Remuneration of Rs. 45,83,300/- per month plus an annual hike @ 8% of fixed remuneration as minimum remuneration, subject to compliance with Section 197 read with Schedule V and all other applicable provisions, if any, of the Act as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary including modifications as may be considered necessary, and to finalise and execute all such agreements, documents and writings as may be necessary or expedient."

(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
E-voting	176	26,869,425	98.31%
Postal Ballot	8	4,363,902	100%
Total	184	31,233,327	98.54%

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
E-voting	12	461,632	1.46%
Postal Ballot	0	0	0%
Total	12	461,632	1.46%



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(iii) Invalid Votes/Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
E-voting	7	1,225,218
Postal Ballot	1	5,410,298
Total	8	6,635,516

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 5** of the Notice dated 04th May, 2018 has been passed with requisite majority.

ITEM NO. 6: ORDINARY RESOLUTION

RE-APPOINTMENT OF MR. SANJEEV KUMAR AS JOINT MANAGING DIRECTOR AND FIXATION OF HIS REMUNERATION.

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V, and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and rules, regulations, directions and notifications issued/ made thereunder (including any statutory modification/ amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such approvals, as maybe necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjeev Kumar (DIN: 00208173) as Joint Managing Director of the Company for a period of 5 (five) years effective from 1st April, 2018 on the following terms and conditions including remuneration, with further liberty to the board of directors of the Company ("**Board**") (which term shall be deemed to include any committee constituted by the Board), to alter the said terms and conditions of appointment and remuneration of Mr. Sanjeev Kumar in the best interests of the Company and as may be permissible at law:

A. Remuneration:

Fixed Remuneration

Basic Salary	Rs. 21,25,000/- per month
House Rent Allowance or Expenses of Leased Furnished/ Unfurnished Accommodation	Rs. 10,41,600/- per month
TOTAL	Rs. 31,66,600/- per month



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There shall also be an increment of 8% per annum of Fixed Remuneration from Financial Year 2019-20 to Financial Year 2022-23.

Variable Remuneration

Commission: Equivalent to 2.10% of the Net Profits of the Company payable annually.

Provided that the overall remuneration (comprising of Fixed Remuneration and Commission) shall not exceed 5% of the Net Profits of the Company computed under Section 198 of the Act.

B. Perquisites in addition to the above:

- (i) Company's contribution towards Provident Fund and Superannuation Fund as per rules of the Company;
- (ii) Gratuity – as per rules of the Company;
- (iii) One car – provision of chauffeur driven cars for the business of the Company.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Sanjeev Kumar, Joint Managing Director, the Company has no profits, or its profits are inadequate, the Company will pay the aforesaid Fixed Remuneration of Rs. 31,66,600/- per month plus an annual hike @ 8% of fixed remuneration as minimum remuneration, subject to compliance with Sections 197 read with Schedule V and all other applicable provisions, if any, of the Act as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary including modifications as may be considered necessary, and to finalise and execute all such documents and writings as may be necessary or expedient."

(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
E-voting	183	27,220,746	99.45%
Postal Ballot	8	6,045,308	100%
Total	191	33,266,054	99.55%



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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
E-voting	6	151,580	0.45%
Postal Ballot	0	0	0%
Total	6	151,580	0.45%

(iii) Invalid Votes/ Abstain from Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
E-voting	6	1,183,949
Postal Ballot	1	3,728,892
Total	7	4,912,841

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 6** of the Notice dated 04th May, 2018 has been **passed with requisite majority**.

Note:

1. There are 314 Ballots which were found to be undelivered.
2. One Shareholder who holds 29 shares, voted in favour and against in Resolution No. 5 and 6.

I shall hand over the postal ballot forms and other related papers / Registers and records for safe custody to the Company Secretary of the Company, who have been authorized by the Board to supervise the entire Postal Ballot and E-voting process.

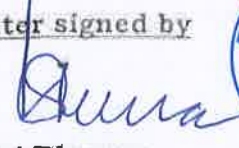
Thanking you
Yours faithfully

For Arun Gupta & Associates



Arun Kumar Gupta
(Scrutinizer)
Membership No. 21227
C.P. No. 8003
Place: New Delhi
Date: 04/07/2018

Counter signed by


Pankaj Dhawan
(Company Secretary)



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Company Secretaries

Witnesses:

1) 

Name: Reema Miglani
Address: 380, Dr. Mukherjee Nagar,
New Delhi-110009

2) 

Name: Ayushi Jain
Address: C-5/13/C
Karawal Nagar - New Delhi-01

