

30th September, 2016

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

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

Dear Sir,

Please note that the 21st Annual General Meeting of the members of the Company was held on Thursday, 29th September, 2016 at 10:30 a.m. at Mapple Emerald, Rajokri, National Highway – 8, New Delhi – 110038.

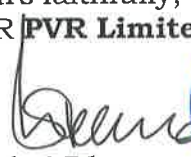
In terms of provisions of Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the Exchange/s, enclosed please find herewith the requisite details regarding voting results in Annexure-"A" attached herewith for intimation and record purposes. The resolutions set forth in the Notice dated 29-07-2016 calling 21st Annual General Meeting are approved by the members of the Company with requisite majority.

Also please find enclosed herewith a certified copy of the Scrutinizer's Report on e-voting and poll conducted under the provisions of Companies Act, 2013 and other applicable provisions, if any.

Kindly acknowledge the receipt of the same.

Thanking You.

Yours faithfully,
FOR **PVR Limited**


Pankaj Dhawan
Sr. VP-Secretarial



Annexure "A"

SL. NO	DESCRIPTION			PARTICULARS		
A	Date of AGM			29-09-2016		
B	Total Number of shareholders on record date			31516		
C	No of shareholders present in the meeting either in person or through proxy			180 members in person or 5 through proxy		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	Promoter and Promoter Group	2	2	4	1,18,00,305	25.25%
	Public	178	3	181	1,13,55,955	24.30%
	Total	180	5	185	2,31,56,260	49.55%
D	No. of shareholders attended the meeting through Video conferencing			No video conferencing facility was made available		

Details of Resolution Passed:

Resolution No.	Resolution	Ordinary / Special Resolution	Mode of Voting
1.	To receive, consider and adopt the audited standalone financial statements of the company for the financial year ended 31st March 2016, the report of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31st March 2016 and the report of auditors thereon	Ordinary	Remote E-Voting + Poll at AGM
2.	To declare Dividend on Equity Shares for the Financial Year 2015-16.	Ordinary	Remote E-Voting + Poll at AGM
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.	Ordinary	Remote E-Voting + Poll at AGM
4.	To ratify the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.301003E) as Statutory Auditors as approved by the members of the company at the 19th Annual General Meeting of the Company.	Ordinary	Remote E-Voting + Poll at AGM
5.	To make offer(s) for subscription of Non-Convertible Debentures for an amount not exceeding Rs. 250 Crores on private placement.	Special	Remote E-Voting + Poll at AGM



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
Sr. VP- Secretarial

Encl: A/a

Details of Resolution No. 1: To receive, consider and adopt the audited standalone financial statements of the company for the financial year ended 31st March 2016, the report of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31st March 2016 and the report of auditors thereon.

Resolution required: Ordinary

Whether promoter/promoter group are interested in the resolution? : No

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstandin g shares (3)=[(2)/(1)] * 100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E-Voting	1,18,00,305	0	0	0	0	0	0
	Poll	1,18,00,305	1,18,00,305	100%	1,18,00,305	0	100%	0
	TOTAL	1,18,00,305	1,18,00,305	100%	1,18,00,305	0	100%	0
Public – Institutional holders	E-Voting	2,00,20,924	114,82,555	57.35%	1,14,82,555	0	100%	0
	Poll		17,06,028	8.52%	17,06,028	0	100%	0
	TOTAL	2,00,20,924	1,31,88,583	65.87%	1,31,88,583	0	100%	0
Public- Others	E-Voting	1,49,17,359	271	0.00%	271	0	100%	0
	Poll		94,30,021	63.21%	94,30,021	0	100%	0
	TOTAL	1,49,17,359	94,30,292	63.22%	94,30,292	0	100%	0
Total		4,67,38,588	3,44,19,180	73.64%	3,44,19,180	0	100%	0



Details of Resolution No. 2: To declare Dividend on Equity Shares for the Financial Year 2015 -16.

Resolution required: Ordinary

Whether promoter/promoter group are interested in the resolution? : No

Promoter/ Public	Mode of of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstandin g shares (3)=[(2)/(1)] * 100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E-Voting	1,18,00,305	0	0	0	0	0	0
	Poll		1,18,00,305	100%	1,18,00,305	0	100%	0
	TOTAL	1,18,00,305	1,18,00,305	100%	1,18,00,305	0	100%	0
Public – Institutional holders	E-Voting	2,00,20,924	1,15,06,085	57.47%	1,15,06,085	0	100%	0
	Poll		17,06,028	8.52%	17,06,028	0	100%	0
	TOTAL	2,00,20,924	1,32,12,113	65.99%	1,32,12,113	0	100%	0
Public- Others	E-Voting	1,49,17,359	271	0.00	271	0	100%	0
	Poll		94,30,021	63.22%	94,30,021	0	100%	0
	TOTAL	1,49,17,359	94,30,292	63.22%	94,30,292	0	100%	0
Total		4,67,38,588	3,44,42,710	73.69%	3,44,42,710	0	100%	0



Details of Resolution 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

Whether promoter/promoter group are interested in the resolution? : Yes

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstandin g shares (3)=[(2)/(1)] * 100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E-Voting	1,18,00,305	0	0	0	0	0	0
	Poll		1,18,00,305	100%	1,18,00,305	0	100%	0
	TOTAL	1,18,00,305	1,18,00,305	100%	1,18,00,305	0	100%	0
Public – Institutional holders	E-Voting	2,00,20,924	1,15,06,085	57.47%	1,15,06,085	0	100%	0
	Poll		17,06,028	8.52%	17,06,028	0	100%	0
	TOTAL	2,00,20,924	1,32,12,113	65.99%	1,32,12,113	0	100%	0
Public- Others	E-Voting	1,49,17,359	271	0.00	271	0	100%	0
	Poll		94,30,021	63.22%	94,30,021	0	100%	0
	TOTAL	1,49,17,359	94,30,292	63.22%	94,30,292	0	100%	0
Total		4,67,38,588	3,44,42,710	73.69%	3,44,42,710	0	100%	0



Details of Resolution No. 4: To ratify the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E) as Statutory Auditors as approved by the members of the company at the 19th Annual General Meeting of the Company.

Resolution required: Ordinary

Whether promoter/promoter group are interested in the resolution? : No

Promoter/ Public	Mode of of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstandin g shares (3)=[(2)/(1)] *	No. of Votes – in favor	No. of Votes – against	% of Votes in favor on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	E-Voting	1,18,00,305	0	0	0	0	0	0
	Poll	1,18,00,305	1,18,00,305	100%	1,18,00,305	0	100%	0
	TOTAL	1,18,00,305	1,18,00,305	100%	1,18,00,305	0	100%	0
Public – Institutional holders	E-Voting	2,00,20,924	1,10,56,535	55.22%	1,10,33,005	23,530	99.79%	0.2128%
	Poll		17,06,028	8.52%	17,06,028	0	100%	0
	TOTAL	2,00,20,924	1,27,62,563	63.75%	1,27,39,033	23,530	99.82%	0.1844%
Public- Others	E-Voting	1,49,17,359	271	0.00%	271	0	100%	0
	Poll		94,30,021	63.21%	94,30,021	0	100%	0
	TOTAL	1,49,17,359	94,30,292	63.22%	94,30,292	0	100%	0
Total		4,67,38,588	3,39,93,160	72.73%	3,39,69,630	23,530	99.93%	0.07%



Details of Resolution No. 5: To make offer(s) for subscription of Non-Convertible Debentures (NCD's) for an amount not exceeding Rs. 250 Crores on private placement basis.

Resolution required: Special

Whether promoter/promoter group are interested in the resolution? : No

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstandin g shares (3)=[(2)/(1)] * 100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,18,00,305	0	0	0	0	0	0
	Poll	1,18,00,305	1,18,00,305	100%	1,18,00,305	0	100%	0
	TOTAL	1,18,00,305	1,18,00,305	100%	1,18,00,305	0	100%	0
Public – Institutional holders	E-Voting	2,00,20,924	11506085	57.4703	1,15,06,085	0	100%	0
	Poll		17,06,028	8.5212	17,06,028	0	100%	0
	TOTAL	2,00,20,924	1,32,12,113	65.99%	1,32,12,113	0	100%	0
Public- Others	E-Voting	1,49,17,359	271	0.00%	246	25	90.77%	9.23%
	Poll		94,30,021	63.21%	94,30,021	0	100%	0
	TOTAL	1,49,17,359	94,30,292	63.21%	94,30,267	25	99.99%	0.0003%
Total		4,67,38,588	3,44,42,710	73.69%	3,44,42,685	25	99.99%	0.0001%



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 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015]

To,

The Chairman

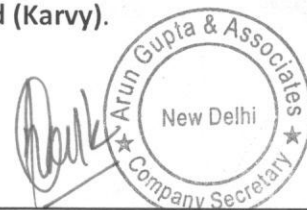
**21st Annual General Meeting of the
Equity Shareholders of PVR Limited**

Held on 29th day of September, 2016 at
Mapple Emerald, Rajokri, NH-8,
New Delhi-110038

Dear Sir,

I, Arun Kumar Gupta, Proprietor of M/s Arun Gupta & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **M/s PVR LIMITED** pursuant to Section 108 of the Companies Act, 2013 ("the Act") 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 scrutinize the Remote e-voting process and physical poll process at the 21st Annual General Meeting (AGM) held on **Thursday, 29th day of September, 2016** at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.

- 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 21st 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 of the 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)**.



Page | 1

Arun Gupta & Associates

Company Secretaries

- 3) The Shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday, 21st September, 2016 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
- 4) The Remote e-voting was open between 9.00 A.M. to 5.00 P.M. for three days from 26th September 2016 to 28th September 2016 (both days inclusive). The e-voting platform was blocked thereafter by Karvy.
- 5) 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.
- 6) Immediately after conclusion of voting at the meeting, the polling boxes containing the ballot papers were opened in the presence of two witnesses and votes were counted.
- 7) Thereafter, the result of Remote e-voting was unblocked from the website of M/s. Karvy Computershare Private Limited. i.e. <https://evoting.karvy.com> in the presence of Ms. Monika Mannan and Ms. Reema Miglani who are not in employment of the Company.
- 8) 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 receive, consider and adopt the audited standalone financial statements of the company for the financial year ended 31st March, 2016, the report of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31st March, 2016 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	118	11,482,826	100%
Poll	128	22,936,354	100%
Total	246	34,419,180	100%

Arun Gupta & Associates

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	0	0	0%
Poll	0	0	0%
Total	0	0	0%

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	3	23,530
Poll	0	0
Total	3	23,530

ITEM NO. 2: Ordinary Resolution

To declare Dividend of Rs. 2/- per Equity Share for the Financial Year 2015 -16.

(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	121	11,506,356	100%
Poll	128	22,936,354	100%
Total	249	34,442,710	100%

(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	0	0	0%
Poll	0	0	0%
Total	0	0	0%

Arun Gupta & Associates

Company Secretaries

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	0	0
Total	0	0

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	121	11,506,356	100%
Poll	128	22,936,354	100%
Total	249	34,442,710	100%

(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	0	0	0%
Poll	0	0	0%
Total	0	0	0%



Arun Gupta & Associates

Company Secretaries

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	0	0
Total	0	0

ITEM NO. 4: Ordinary Resolution

To ratify the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E) as Statutory Auditors as approved by the members of the company at the 19th Annual General Meeting of the Company.

(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	116	11,033,276	99.79%
Poll	128	22,936,354	100%
Total	244	33,969,630	99.93%

(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	3	23,530	0.21%
Poll	0	0	0%
Total	3	23,530	0.07%



Arun Gupta & Associates

Company Secretaries

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	2	449,550
Poll	0	0
Total	2	449,550

ITEM NO. 5: Special Resolution

To make offer(s) or invitation(s) for subscription of Non Convertible Debentures for an amount not exceeding Rs. 250 Crores on private placement through issue of a private placement offer letter.

(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	120	11,506,331	100%
Poll	128	22,936,354	100%
Total	248	34,442,685	100%

(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	25	0%
Poll	0	0	0%
Total	1	25	0%



Arun Gupta & Associates

Company Secretaries

(iii) Invalid Votes:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	0	0
Total	0	0

- i) 4 (Four) Polling Papers were marked as rejected and not taken on record.
- ii) 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. I shall arrange to hand over these records to the Company Secretary of the Company.
- iii) You may accordingly declare the results of Poll and Remote e-voting process.

Thanking you
Yours faithfully

For Arun Gupta & Associates


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

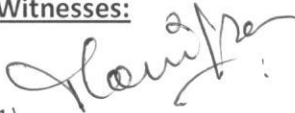


Counter signed by

Ajay Bijli
(Chairman of the meeting)

Place: New Delhi
Date: 30/09/2016

Witnesses:

1) 

Name: Monika Mannan
Address: D- 177, Peera Garhi Camp,
New Delhi- 110056

2) 

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