**PVR LIMITED**

Block A, 4th Floor, Building No. 9A,
DLF Cyber City, Phase III,
Gurgaon 122002 (Haryana) India
Tel: 91 124 4708100
Fax: 91 124 4708101

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

September 13, 2012

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

Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
PJ Towers, Dalal Street,
Fort, Mumbai - 400 001
Fax: 022-22722061/41/39/37

Company Code: PVR / 532689

Re: Intimation - Declaration of Result of Postal Ballot

Dear Sir,

This is in furtherance to our letter dated 1st August, 2012 regarding proposed Passing of Resolutions through Postal Ballot. We are pleased to inform the Results of the voting conducted through Postal Ballot for:

- 1) issue of 28,85,000 fully paid up Equity Shares on preferential basis to L Capital Eco Limited; and
- 2) granting of 5,50,000 employee stock options to the Employees under PVR Employees Stock Option Scheme 2012

Particulars	No. of Postal Ballot Forms	No. of Shares	% (Percentage) to votes casted
a) Total Postal Ballot forms received	119	1,44,73,775	100%
Less: Invalid postal ballot forms	14	170	0.001%
b) Net valid Postal Ballot forms	105	1,44,73,605	100%
c) Postal Ballot forms with <u>assent</u> for the resolution no. 1	96	1,44,72,980	99.995%
Postal Ballot forms with <u>assent</u> for the resolution no. 2	94	1,44,72,836	99.994%
d) Postal Ballot forms with <u>dissent</u> for the resolution no. 1	9	625	0.005%
Postal Ballot forms with <u>dissent</u> for the resolution no. 2	11	769	0.006%



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The above is part of the report of the scrutinizer presented on 13th September, 2012.

As per the aforesaid report, the members have approved the Resolutions through Postal Ballot with the 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
VP - Secretarial



Encl: A/a

Arun Gupta & Associates

Company Secretaries

REPORT

Background: PVR Limited a Public Limited Company, hereinafter called "the Company" for issue of 28,85,000 fully paid up Equity Shares on preferential basis to L Capital Eco Limited and granting of 5,50,000 employee stock options to the Employees under PVR Employees Stock Option Scheme 2012, the consent of the shareholders was sought under the postal ballot for above mentioned businesses. In order to scrutinize the Ballot Papers, I was appointed as the scrutinizer for the purpose.

As per the mandate given to the firm, I have carried out a scrutiny of the ballot papers received from the shareholders of "the Company" in order to ascertain the passing of the Resolutions proposed by the Board. I have also taken the necessary precaution and other measures to be fair and transparent so that the shareholders view could be ascertained and conveyed to the Chairman to enable him to declare the results. My report on the scrutiny of all Ballot Papers received from the shareholders is given below:

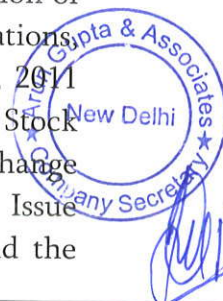
The Company had mailed the Resolutions at the registered addresses of the shareholders on - 11th August, 2012. There were 18,450 registered folios as per the list prepared by the Registrar and Transfer Agents, Karvy Computershare Pvt. Ltd. The Last date of receiving of ballot papers was fixed as 11th September, 2012 and the Report is prepared on 12th September, 2012.

The Resolutions are as under:

Resolutions:

1. Special Resolution pursuant to the provisions of Section 81 (1A) of the Companies Act, 1956 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for Issue of 28,85,000 Equity Shares to L Capital Eco Ltd on preferential issue basis.

"RESOLVED THAT in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the "Act") (including any statutory modification(s)/ amendment(s) thereto or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association of the Company and the Articles of Association of the Company, SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, and the



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provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Securities and Exchange Board of India, the stock exchange where the shares of the Company are listed and any other appropriate authorities ("Appropriate Authorities"), and subject to such other approvals, consents, permissions and sanctions as may be necessary from Appropriate Authorities or bodies and subject to such conditions and modifications as may be prescribed, specified or suggested by any of them while granting such approvals, consents, permissions, sanctions which may at its sole discretion be agreed to by the Board of Directors, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors to issue & allot in one or more tranches up to a maximum of 28,85,000 (twenty eight lacs eighty five thousand) equity shares of face value of Rs. 10/- (Rupees ten only) each ("Equity Shares") for cash at Rs. 200.00 (Rupees Two Hundred Only) per share i.e. including a premium of Rs. 190 per Equity Share or at a price to be determined as per Chapter VII of Regulation 76 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, whichever is higher to L Capital Eco Ltd, a foreign company incorporated in Mauritius (a non-promoter) on preferential issue basis, in accordance with provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 and as per the terms and conditions given in the Explanatory Statement, and that the Board be and is hereby authorized to finalize all such terms and conditions and matters incidental thereto as it may in its absolute discretion think fit, in accordance with all applicable laws, rules and regulations for the time being in force in this regard."

"RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may, in its absolute discretion, decide subject to the compliance of applicable laws of India along with such terms and conditions, as the Board considers fit subject to the following:

1. The Equity Shares to be offered and allotted shall be subject to the provisions of Memorandum and Articles of Association of the Company in all respects.
2. The Relevant Date within the meaning of the Explanation to Regulation 71 of Chapter VII of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009, as amended from time to time, shall be 14th August, 2012.
3. The Equity Shares to be allotted shall rank pari passu with the existing Equity Shares of the Company in all respects.
4. The entire pre-issue shareholding of the allottees, if any, shall be under lock-in from the relevant date up to a period of six months from the date of



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preferential allotment as per Regulation 78 of the SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009, as amended from time to time.

5. The Equity Shares to be allotted shall be locked-in for a period of one year from the date of their allotment as per Regulation 78 of the Chapter VII of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009.
6. Full consideration of equity shares to be issued under the Chapter VII of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 shall be paid by the allottee at time of allotment of such shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all necessary actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient to the issue or allotment of aforesaid Equity Shares and listing thereof with the stock exchanges and to reduce, modify the number of Equity Shares to be issued, to finalize and change the terms and conditions, quantum, pricing and timing relating to the issue and allotment of the preferential issue of Equity Shares, to agree to such conditions or modifications that may be imposed, required or suggested by the Securities & Exchange Board of India (the SEBI), Stock Exchange(s)/Reserve Bank of India (RBI) or other concerned authorities, or that may otherwise be deemed fit or proper by the Board without being required to seek any further consent or approval of the members of the Company in general meeting and to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may deem in its absolute discretion appropriate to give effect to this Resolution.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby entitled to enter into and execute all such arrangements/agreements with any person or persons and all such agencies as may be involved or concerned in connection with allotment and issuance of Equity Shares contemplated above.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorized to delegate all or any of the powers, herein conferred to any committee of directors of the Company to give effect to the above mentioned special resolution.”

2. Special Resolution pursuant to the provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the provisions of Section 81(1A) of the Companies Act, 1956 for implementing PVR ESOS 2012.



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“RESOLVED THAT in accordance with the provisions of Section 81 (1A) read with Section 192A and all other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision of the Memorandum & Articles of Association of the Company, the Securities & Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (the “Guidelines”) and subject to such other approvals, consents, permissions and sanctions as may be necessary from appropriate authorities or bodies and subject to such conditions & modifications as may be prescribed, specified or suggested by any of them while granting such approvals, consents, permissions and sanctions which may at its sole discretion be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Compensation Committee, constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue, grant and allot over a period of time to time and for the benefit of the eligible employees of the Company (as defined in the Guidelines) or to a trust formed for the benefit of such persons, not exceeding 5,50,000 equity shares of the Company, as the Board may deems fit at such time or times, in one or more tranches at such price or prices and in such-manner and on such terms & conditions framed/to be framed by the Board with regard to the PVR Employees Stock Option Scheme 2012 (PVR ESOS 2012) in accordance with the Guidelines and other provisions of law as may be prevailing at that time and otherwise on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment and to give financial assistance for the purpose of purchase or subscribing of such shares by such persons and such shares shall be subject to the terms of Memorandum & Articles of Association of the Company and all such shares shall rank pari passu with the existing equity shares of the Company as and when issued.

RESOLVED FURTHER THAT for the purpose of giving effect to any grant of option(s), issue or allotment of equity shares contemplated above, the Board be and is hereby authorised on behalf of the Company to modify or amend any of the terms & conditions of the PVR Employees Stock Option Scheme 2012 (PVR ESOS 2012) as and when deemed fit in its absolute discretion without being required to seek any further comment or approval of the members subject to the condition that such modifications/amendments shall always be in accordance with the provisions of the Guidelines, the provisions of the Companies Act, 1956 and other applicable law.

