

Arun Gupta & Associates

Company Secretaries

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, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the grant of option(s), offer/issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters or things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of the powers, herein conferred to any committee of directors or anyone or more Whole-Time Directors of the Company"

For Arun Gupta & Associates

Arun Kumar Gupta

Proprietor

Company Secretary

SCRUTINIZER

C.P. No. 8003



Date: 12th September, 2012

Place: New Delhi

Arun Gupta & Associates

Company Secretaries

Date: 12/09/2012

The Board of Directors
M/s PVR Limited
61, Basant Lok,
Vasant Vihar,
New Delhi-110057

SUB: REPORT OF POSTAL BALLOT

Sir,

We thank you for appointing me, Arun Kumar Gupta Prop. of Arun Gupta & Associates, Company Secretaries, New Delhi as the scrutinizer for the Postal Ballot conducted under Section 192A of the Companies Act, 1956 read with Companies (passing of resolution through Postal Ballot) Rules 2011. We have conducted the scrutiny of the entire ballot papers received and have made an analysis of the voting and on the basis of such analysis prepared a report for the declaration of results today.

We give below the analysis of voting through postal ballot.

ANALYSIS OF THE BALLOT PAPERS RECEIVED

- The Company has mailed 18450 envelopes for 2,59,50,804 equity shares of Rs. 10/- each. 271 envelopes returned undelivered. The usage of the ballot paper is given below:

Particulars	No. of Members	No. of Equity Shares held
Envelopes mailed	18,450	2,59,50,804
Envelopes received	119	1,44,73,775
Votes(Rejected)	14	170
Votes (accepted)	105	1,44,73,605
Votes (favor) for Item No. 1	96	1,44,72,980
Votes (favor) for Item No. 2	94	1,44,72,836
Votes (against) for Item No. 1	9	625
Votes (against) for Item No. 2	11	769

The shareholders holding 1,14,77,029 equity shares have not responded to the Postal Ballot Voting. This amounts to 44.23% of total paid up capital of the Company.



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2. The Company completed the dispatch of postal ballot forms on 11th August, 2012 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members as on 03rd August, 2012.
3. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
4. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
5. The ballot boxes were opened after business hours on 11th September, 2012 in my presence.
6. The postal ballot forms were duly opened in my presence and scrutinized and the details of shareholders were matched with the Register of Members of the Company as on 03rd August, 2012.
7. All postal ballot forms received upto the 6.00 P.M. on 11th September, 2012 the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
8. There was no envelope containing postal ballot forms received after 6.00 P.M. on 11th September, 2012.
9. Envelopes containing postal ballot forms returned undelivered aggregated to 271. These envelopes were not opened and they are separately kept.
10. I did not find any defaced or mutilated ballot paper.
11. A Summary of the postal ballot forms received is given below:

a.	Number of envelopes mailed	:	18,450
b.	Envelopes returned undelivered	:	271
c.	No. of rejected / incomplete ballot papers	:	14
d.	Total no. of valid ballot papers received	:	105
e.	Members voting in FAVOUR of the <u>resolution no. 1</u>	:	96
	Members voting in FAVOUR of the <u>resolution no. 2</u>	:	94
f.	Members voting AGAINST the <u>resolution no. 1</u>	:	9
	Members voting AGAINST the <u>resolution no. 2</u>	:	11



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g.	Percentage of members in favour of <u>resolution no. 1</u>	:	99.995%
	Percentage of members in favour of <u>resolution no. 2</u>	:	99.994%
h.	Percentage of members against the <u>resolution no. 1</u>	:	0.005%
	Percentage of members against the <u>resolution no. 2</u>	:	0.006%
i.	Total no. of shares held by members	:	2,59,50,804
j.	Total no. of shares held by members voted for resolutions	:	1,44,73,775
k.	Total no. of shares held by members voting in FAVOUR of the <u>resolution no. 1</u>	:	1,44,72,980
	Total no. of shares held by members voting in FAVOUR of the <u>resolution no. 2</u>	:	1,44,72,836
l.	Total no. of shares held by members voting AGAINST the <u>resolution no. 1</u>	:	625
	Total no. of shares held by members voting AGAINST the <u>resolution no. 2</u>	:	769
m.	Percentage of votes in FAVOUR of the <u>resolution no. 1</u> (1,44,72,980*100/1,44,73,605)	:	99.995%
	Percentage of votes in FAVOUR of the <u>resolution no. 2</u> (1,44,72,836*100/1,44,73,605)	:	99.994%
n.	Percentage of votes AGAINST the <u>resolution no. 1</u> (625*100/1,44,73,605)	:	0.005%
	Percentage of votes AGAINST the <u>resolution no. 2</u> (769*100/1,44,73,605)	:	0.006%

For Arun Gupta & Associates

Arun Kumar Gupta
Proprietor
Company Secretary
SCRUTINIZER
C.P. No. 8003



Date: 12th September, 2012
Place: New Delhi