**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

December 10, 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 30th October, 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) Increase in remuneration of Mr. Ajay Bijli, Chairman cum Managing Director of the Company effective from 1st April, 2012;
- 2) Increase in the Remuneration of Mr. Sanjeev Kumar, Joint Managing Director of the Company effective from 1st April, 2012;

Particulars	No. of Postal Ballot Forms	No. of Shares	% (Percentage) to votes casted
a) Total Postal Ballot forms received	131	1,71,35,079	100.00%
Less: Invalid postal ballot forms	03	175	0.001%
b) Net valid Postal Ballot forms	128	1,71,34,904	99.999%
c) Postal Ballot forms with <u>assent</u> for the resolution no. 1	97	1,68,24,933	98.191%
Postal Ballot forms with <u>assent</u> for the resolution no. 2	97	1,68,24,933	98.191%
d) Postal Ballot forms with <u>dissent</u> for the resolution no. 1	31	3,09,971	1.809%
Postal Ballot forms with <u>dissent</u> for the resolution no. 2	31	3,09,971	1.809%



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The above is part of the report of the scrutinizer presented on 10th December, 2012.
As per the aforesaid report, the members have approved the Resolutions through
Postal Ballot with the requisite majority.

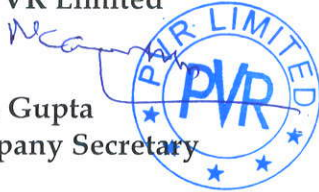
Copy of the report of the scrutinizer is enclosed for your ready reference.

This is for your information and to all concerned.

Thanking you,

For PVR Limited

N. C. Gupta
Company Secretary



Encl: A/a

Arun Gupta & Associates

Company Secretaries

REPORT

Background: PVR Limited a Public Limited Company, hereinafter called "the Company" for increasing the Remuneration of Mr. Ajay Bijli, Chairman cum Managing Director of the Company and of Mr. Sanjeev Kumar, Joint Managing Director of the Company effective from 1.04.2012 for the remaining tenure of their office upto 23.07.2013 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 Postal Ballot Notices at the registered addresses of the shareholders on 08th November, 2012. There were 17329 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 08th December, 2012 and the Report is prepared and submitted on 10th December, 2012.

The Resolutions are as under:

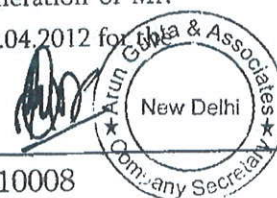
Resolutions:

1. To consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") (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, and subject to such other approvals, as may be necessary, the consent of the members of the Company be and is hereby accorded to increase the Remuneration of Mr. Ajay Bijli, Chairman cum Managing Director of the Company effective from 1.04.2012 for the



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Arun Gupta & Associates

Company Secretaries

remaining tenure of his office of Managing Director upto 23.07.2013 as stated in the Explanatory Statement.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Ajay Bijli as the ~~Chairman~~ cum Managing Director, profits of the Company is inadequate or no profits, ~~the Company~~ will pay remuneration by way of salary and commission etc., as ~~minimum remuneration~~ subject to the approval of the Central Government, if and to the extent necessary and applicable; notwithstanding that the same is in excess of the maximum remuneration permitted to be paid to him under the applicable provisions of the Act for the time being and from time to time in force.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized 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 required, and to finalize and execute all such documents and writings as may be considered appropriate or expedient."

2. To consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") (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, and subject to such other approvals, as may be necessary, the consent of the members of the Company be and is hereby accorded to increase the Remuneration of Mr. Sanjeev Kumar, Joint Managing Director of the Company effective from 1.04.2012 for the remaining tenure of his office of Joint Managing Director upto 23.07.2013 as stated in the Explanatory Statement.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Sanjeev Kumar as the Joint Managing Director, the profits of the Company is inadequate or no profits, the Company will pay remuneration by way of salary and commission as aforesaid as minimum remuneration, subject to the approval of the Central Government, if and to the extent necessary and applicable; notwithstanding that the same is



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in excess of the maximum remuneration permitted to be paid to him under the applicable provisions of the Act for the time being and from time to time in force.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized 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 required, and to finalize and execute all such documents and writings as may be considered appropriate or expedient."

For Arun Gupta & Associates



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



Date: 10th December, 2012

Place: New Delhi



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Company Secretaries

10/12/2012

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, 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 have given below the analysis of voting through postal ballot.

ANALYSIS OF THE BALLOT PAPERS RECEIVED

- The Company has mailed 17329 envelopes for 2,88,45,804 equity shares of Rs. 10/- each. 208 envelopes returned undelivered. The usage of the ballot papers is given below:

Particulars	No. of Members	No. of Shares held
Envelopes mailed	17,329	2,88,45,804
Envelopes received	131	1,71,35,079
Votes(Rejected)	03	175
Votes (accepted)	128	1,71,34,904
Votes (favor) for Item No. 1	97	1,68,24,933
Votes (favor) for Item No. 2	97	1,68,24,933
Votes (against) for Item No. 1	31	3,09,971
Votes (against) for Item No. 2	31	3,09,971

The shareholders holding 1,17,10,725 equity shares have not responded to the Postal Ballot Voting. This amounts to 40.598%.

[Signature]
Arun Gupta & Associates
New Delhi
Company Secretary



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2. The Company completed the dispatch of postal ballot forms on 08th November, 2012 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members as on 02nd November, 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 08th December, 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 02nd November, 2012.
7. All postal ballot forms received upto the 6.00 P.M. on 08th December, 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 08th December, 2012.
9. Envelopes containing postal ballot forms returned undelivered aggregated to 208. 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	:	17,329
b.	Envelopes returned undelivered	:	208
c.	No. of rejected ballot papers	:	03
d.	Total no. of valid ballot papers received	:	128
e.	Members voting in FAVOUR of the <u>resolution no. 1</u>	:	97
	Members voting in FAVOUR of the <u>resolution no. 2</u>	:	97



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f.	Members voting AGAINST the <u>resolution no. 1</u>	:	31
	Members voting AGAINST the <u>resolution no. 2</u>	:	31
g.	Percentage of members in favour of <u>resolution no. 1</u>	:	75.781%
	Percentage of ~~members~~ in favour of <u>resolution no. 2</u>	:	75.781%
h.	Percentage of ~~members~~ against the <u>resolution no. 1</u>	:	24.219%
	Percentage of ~~members~~ against the <u>resolution no. 2</u>	:	24.219%
i.	Total no. of ~~shares~~ held by members	:	2,88,45,804
j.	Total no. of shares held by members voted for resolutions	:	1,71,34,904
k.	Total no. of shares held by members voting in FAVOUR of the <u>resolution no. 1</u>	:	1,68,24,933
	Total no. of shares held by members voting in FAVOUR of the <u>resolution no. 2</u>	:	1,68,24,933
l.	Total no. of shares held by members voting AGAINST the <u>resolution no. 1</u>	:	3,09,971
	Total no. of shares held by members voting AGAINST the <u>resolution no. 2</u>	:	3,09,971
m.	Percentage of votes in FAVOUR of the <u>resolution no. 1</u> $(1,68,24,933 \times 100 / 1,71,34,904)$	:	98.191%
	Percentage of votes in FAVOUR of the <u>resolution no. 2</u> $(1,68,24,933 \times 100 / 1,71,34,904)$	:	98.191%
n.	Percentage of votes AGAINST the <u>resolution no. 1</u> $(3,09,971 \times 100 / 1,71,34,904)$	:	1.809%
	Percentage of votes AGAINST the <u>resolution no. 2</u> $(3,09,971 \times 100 / 1,71,34,904)$	:	1.809%

For Arun Gupta & Associates


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



Date: 10th December, 2012
Place: New Delhi



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