February 6, 2014

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
Re: Intimation – Declaration of Result of Postal Ballot

Dear Sir,

We are pleased to inform the Results of the voting conducted through Postal Ballot for:

Composite Scheme of **Amalgamation between Vista Entertainment Limited, Growel Entertainment Limited, Nikmo Entertainment Limited, Odeon Shrine Multiplex Limited, Cinemax Motion Picture Limited, Cinemax India Limited, Cine Hospitality Private Limited (Transferor Companies) with PVR Limited (Resulting Company):**

Description	No. of Ballot Forms	No. of Shares
Total number of Ballot forms with notice dispatched to members by post/emails	14924	3,98,69,604
Total number of Physical Ballot Forms received	20	14395125
Total number of electronic ballot forms received via Karvy e- voting platform	30	4147
Number of invalid physical ballot forms	0	0
Number of invalid electronic ballot forms	2	175
Number of valid physical ballot forms	20	14395125
Number of valid electronic ballot forms	28	3972
Votes in favour of the resolution (both physical ballot forms and electronic ballot forms)	47	1,43,99,085
Votes against the resolution (Both physical ballot forms and electronic ballot forms)	1	1
Percentage of votes in favour of the resolution (Both physical ballot forms and electronic ballot forms)	47	99.999%
Percentage of votes against the resolution (Both physical ballot forms and electronic ballot forms)	1	0.000%

PVR LIMITED

The above is part of the report of the scrutinizer presented on 3rd February, 2014. As per the aforesaid report, the members have approved the Resolutions through Postal Ballot with the requisite majority votes casted in favour of the resolution out of the total valid postal ballots received by the Company.

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
Sr. VP-Secretarial

Encl: A/a

PVR LIMITED. Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase III, Gurgaon 122002 (Haryana) India.
T: +91 124 4708100 | F: +91 124 4708101 | W. www.pvrcinemas.com
Regd. Office : 61, Basant Lok, Vasant Vihar, New Delhi-110057

Arun Gupta & Associates

Company Secretaries

DECLARATION OF POSTAL BALLOT RESULT

A notice pursuant to Section 192A of the Companies Act, 1956 and Companies Act, 2013 to the extent applicable, ("the Act") was sent to the members of PVR Limited ("the Company") seeking their approval by Resolution under Section 391 to 394 of the Act and other applicable provision of the Act read with Companies (passing of resolution through Postal Ballot) Rules, 2011 for the composite scheme of Amalgamation between Vista Entertainment Limited, Growel Entertainment Limited, Nikmo Entertainment Limited, Odeon Shrine Multiplex Limited, Cinemax Motion Picture Limited, Cinemax India Limited, Cine Hospitality Private Limited And PVR Limited, and their respective shareholders and creditors.

The Resolutions is as under:

Resolution:

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

"RESOLVED THAT the arrangement as embodied in the Composite Scheme of Amalgamation between Vista Entertainment Limited, Growel Entertainment Limited, Nikmo Entertainment Limited, Odeon Shrine Multiplex Limited, Cinemax Motion Picture Limited, Cinemax India Limited, Cine Hospitality Private Limited and PVR Limited and their respective shareholders and creditors ('the Scheme' or 'this Scheme'), be and is hereby approved with/without any modifications and/or conditions, if any, which may be required and/or imposed by the Equity Shareholders and/or Creditors in their respective Court Convened Meetings, Hon'ble high Court(s) while sanctioning the arrangements embodied in the Scheme or by any authorities under law.

RESOLVED FURTHER THAT Mr. Ajay Bijli, Managing Director and/or Mr. N. C. Gupta, Company Secretary and/or Mr. Pankaj Dhawan, Sr. VP-Secreterial of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as are considered requisite or necessary to effectively implement the arrangement embodied in the scheme and to accept such modification and /or conditions, if any which may be required and /or imposed by the Hon'ble Delhi High Court at New Delhi while sanctioning the arrangement embodied in the scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the scheme"

The Board of Directors had on 20th December, 2013 appointed Mr. Arun Kumar Gupta, Proprietor of Arun Gupta & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The Company had mailed the Postal Ballot Notice at the registered addresses of the shareholders on 31st December, 2013 there were 14924 registered folios as per the list prepared by the Reg

Arun Gupta & Associates New Delhi Company Secretary

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PVR LIMITED

and Transfer Agent, Karvy Computershare Pvt. Ltd. The last date of receiving of ballot papers was fixed as 3rd February, 2014. The Scrutinizer has submitted his report after scrutinizing postal ballot forms received from members up to 5.00 P.M. on 3rd February, 2014 as summarized below:

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Votes in favour of the resolution (both physical ballot forms and electronic ballot forms)	47	1,43,99,085
Votes against the resolution (Both physical ballot forms and electronic ballot forms)	1	1
Percentage of votes in favour of the resolution (Both physical ballot forms and electronic ballot forms)	47	99.999%
Percentage of votes against the resolution (Both physical ballot forms and electronic ballot forms)	1	0.000%

*Out of 28 valid Electronic forms, a member has indicated only 5 shares in favour of his entitlement of total number of shares 16.

For Arun Gupta & Associates

Arun Gupta & Associates New Delhi Company Secretary

Arun Kumar Gupta
Company Secretary
C.P. No. 8003
Scrutinizer

Date: 03/02/14
Place: Delhi

PVR LIMITED

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