Gist of the proceedings of the Annual General Meeting of PVR Limited held on September 29, 2015

The 20th Annual General Meeting of the Members of the Company was held on September 29, 2015 at 10:30 a.m., at Mapple Emerald, Rajokri, NH- 8, New Delhi – 110038.

Mr. Sanjeev Kumar, Joint Managing Director, chaired the proceedings of the Meeting.

Total 155 Members (including proxies) attended the Meeting as per the records of attendance.

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Listing Agreement, the Company had extended the remote E-voting facility to the Members of the Company in respect of resolutions to be passed at the Meeting. The remote E-voting commenced at 9:00 a.m. on September 26, 2015 and ended at 5:00 p.m. on September 28, 2015.

The Chairman informed the Members that the facility for voting through poll was made available at the Meeting for Members who had not cast their vote through remote E-voting.

He further informed that the Board of Directors have engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide E-voting facility and have appointed Mr. Arun Kumar Gupta, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the Poll and remote E-voting process.

Thereafter, all the 6 resolutions required to be passed were proposed and seconded. The Chairman invited queries and suggestions from the members present. Several Members raised queries and gave their suggestions and were duly replied by the Chairman.

Thereafter, the Chairman ordered a poll to be taken at the meeting and requested Mr. Arun Kumar Gupta, Scrutinizer for an orderly conduct of the voting.

The Chairman announced that the consolidated scrutinizer's report including E-voting results along with poll results shall be placed on the website of the Company and the website of Karvy.

The resolutions passed by the Members with requisite majority related to the following:

ORDINARY BUSINESS:

1. Adoption of (a) Audited Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon. (**Ordinary Resolution**)
2. Declaration of Dividend on Equity Shares (**Ordinary Resolution**)
3. Appointment of Mr. Vicha Poolvarluk, Director retiring by rotation (**Ordinary Resolution**)
4. Appointment of Ms. Renuka Ramnath, Director retiring by rotation (**Ordinary Resolution**)

5. Ratification of Appointment of M/s S.R. Batliboi & Co., LLP, Chartered Accountants as Statutory Auditors **(Ordinary Resolution)**

SPECIAL BUSINESS

6. Issue of Non Convertible Debentures, if required, for an amount not exceeding Rs. 500 Crores on private placement **(Special Resolution)**

The consolidated scrutinizer's report was upload on the website of the Company and Karvy. Further, the results in the format prescribed were notified to the Stock Exchanges under Clause 35A of the Listing Agreement.

For PVR Limited

PVR LIMITED PVR

Pankaj Dhawan
Sr. VP-Secretarial
Membership No. F-3170
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