

**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

January 2, 2012

**National Stock Exchange Limited**

Exchange Plaza, 5<sup>th</sup> 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  
1<sup>st</sup> 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 1<sup>st</sup> December, 2011 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 the Remuneration of Mr. Sanjeev Kumar, Joint Managing Director of the Company effective from 1<sup>st</sup> April, 2011; and
- 2) Appointment of Ms. Selena Bijli as Head of F&B of the Company are as follows:

Particulars	No. of Postal Ballot Forms	No. of Shares	% (Percentage) to votes casted
a) Total Postal Ballot forms received	68	1,41,88,889	100%
Less: Invalid postal ballot forms	4	50	0
b) Net valid Postal Ballot forms	64	1,41,88,839	100%
c) Postal Ballot forms with <u>assent</u> for the resolution	58	1,41,87,667	99.99%
d) Postal Ballot forms with <u>dissent</u> for the resolution	6	1,172	0.01%

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 Increase in the Remuneration of Mr. Sanjeev Kumar, Joint Managing Director of the Company effective from 1<sup>st</sup> April, 2011 and Appointment of Ms. Selena Bijli as Head of F&B of the Company 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 28<sup>th</sup> November, 2011. There were 20,591 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 29<sup>th</sup> December, 2011 and the Report is prepared on 30<sup>th</sup> December, 2011.

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 and subject to such modifications as may be prescribed while granting such approvals, which may be agreed to by the Board of Directors of the Company, 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 1.04.2011 for the remaining tenure of his office of Joint Managing Director upto 22.07.2013 as stated in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure

Office: 507, Pragati Tower, 26, Rajendra Place, New Delhi – 110008  
 Contact: +91-9818845037, +91-9650001537, +91-11-25704063  
 E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com



# Arun Gupta & Associates

## *Company Secretaries*

of Mr. Sanjeev Kumar as the Joint Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites, allowances etc., as specified in the Explanatory Statement annexed herewith as minimum remuneration subject to compliance with the applicable provisions of Sections 198, 309 and all other applicable provisions, if any, of the Act read with schedule XIII of the Companies Act, 1956 as amended from time to time, 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 necessary, and to finalize and execute all such documents and writings as may be necessary or expedient.

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

“RESOLVED THAT pursuant to the provisions of Section 314(1B) and all other applicable provisions, if any, of the Companies Act, 1956 ( including any statutory modifications or re-enactment thereof, for the time being in force, the consent of members of the company be and is hereby accorded to appoint Ms. Selena Bijli, w.e.f 01.01.2012 to hold and continue to hold office or place of profit in the Company with the designation of Head of F&B or such other designation as the Board of Directors of the company may decide from time to time at a Remuneration and on the terms and conditions as stated in the Explanatory Statement annexed to this Notice.

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 any modifications and to finalize and execute all documents and writings as may be necessary as it may deem fit.

For Arun Gupta & Associates



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



Date: 30<sup>th</sup> December, 2011

Place: New Delhi

Office: 507, Pragati Tower, 26, Rajendra Place, New Delhi – 110008  
Contact: +91-9818845037, +91-9650001537, +91-11-25704063  
E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com



# Arun Gupta & Associates

*Company Secretaries*

30/12/2011

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. 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 20,591 envelopes for 2,58,96,064 equity shares of Rs. 10/- each. 118 envelopes returned undelivered. The usage of the ballot paper is given below:

Particulars	No. of Members	No. of Shares held
Envelopes mailed	20591	2,58,96,064
Envelopes received	68	1,41,88,889
Votes(Rejected)	4	50
Votes(accepted)	64	1,41,88,839
Votes (favor)	58	1,41,87,667
Votes (against)	6	1,172

The shareholders holding 1,17,07,175 Equity Shares have not responded to the Postal Ballot Voting. This amounts to 45.21%.


Office: 507, Pragati Tower, 26, Rajendra Place, New Delhi – 110008  
Contact: +91-9818845037, +91-9650001537, +91-11-25704063  
E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com



# Arun Gupta & Associates

## *Company Secretaries*

2. The Company completed the dispatch of postal ballot forms on 28<sup>th</sup> November, 2011 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members as on 25<sup>th</sup> November, 2011.
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 30<sup>th</sup> December, 2011 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 25<sup>th</sup> November, 2011.
7. All postal ballot forms received upto the 5.30 P.M. on 29<sup>th</sup> December, 2011 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 5.30 P.M. on 29<sup>th</sup> December, 2011.
9. Envelopes containing postal ballot forms returned undelivered aggregated to 118. 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	:	20,591
b.	Envelopes returned undelivered	:	118
c.	No. of rejected ballot papers	:	4
d.	Total No. of valid ballot papers received	:	64
e.	Members voting in FAVOUR of the resolution	:	58
f.	Members voting AGAINST the resolution	:	6
g.	Percentage of members in favour of resolution	:	99.992%
h.	Percentage of members against the resolution	:	0.008%
i.	Total no. of shares held by members	:	2,58,96,064

Office: 507, Pragati Tower, 26, Rajendra Place, New Delhi - 110008  
 Contact: +91-9818845037, +91-9650001537, +91-11-25704063  
 E-mail: aruncs.gupta@gmail.com, arungupta.associates@gmail.com



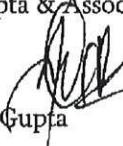
# Arun Gupta & Associates

## Company Secretaries

---

j.	Total no. of shares held by members voted for resolution	:	1,41,88,839
k.	Total no. of shares held by members voting in FAVOUR of the resolution	:	1,41,87,667
l.	Total no. of shares held by members voting AGAINST the resolution	:	1,172
m.	Percentage of votes in FAVOUR of the resolution (1,41,87,667*100/1,41,88,839)	:	99.992%
n.	Percentage of votes AGAINST the resolution (1,172*100/1,41,88,839)	:	0.008%

For Arun Gupta & Associates

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



Date: 30<sup>th</sup> December, 2011  
Place: New Delhi