

June 9, 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

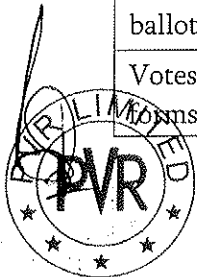
Re: Intimation – Declaration of Result of Postal Ballot

Dear Sir,

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

- (i) Authorising the Board of Directors of the Company to borrow money in excess of aggregate of the Company's paid up share capital and free reserves apart from temporary loans upto Rs. 1500 Crores;
- (ii) Authorising the Board of Directors to mortgage or create a charge, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company for a sum not exceeding Rs. 1500 Crores;
- (iii) Authorising the Board of Directors of the Company to issue Non Convertible Debentures of an amount not exceeding Rs. 250 Crores.

Description	No. of Ballot Forms	No. of Shares
Total number of Ballot forms with notice dispatched to members by post/emails	32768	41106220
Total number of Physical Ballot Forms received	28	14027943
Total number of electronic ballot forms received via Karvy e- voting platform	41	3250
Number of invalid physical ballot forms	0	0
Number of invalid electronic ballot forms	0	0
Number of valid physical ballot forms	28	14027943
Number of valid electronic ballot forms	41	3250
Votes in favor of the Resolution No. 1 (both physical ballot forms and electronic ballot forms)	57*	14029988
Votes against the Resolution No. 1 (Both physical ballot forms and electronic ballot forms)	13	1205



Percentage of votes in favor of the Resolution No. 1 (Both physical ballot forms and electronic ballot forms)	57*	99.991%
Percentage of votes against the Resolution No. 1 (Both physical ballot forms and electronic ballot forms)	13	0.009%
Votes in favor of the Resolution No. 2 (both physical ballot forms and electronic ballot forms)	61	14030786
Votes against the Resolution No. 2 (Both physical ballot forms and electronic ballot forms)	8	407
Percentage of votes in favor of the Resolution No. 2 (Both physical ballot forms and electronic ballot forms)	61	99.997%
Percentage of votes against the Resolution No. 2 (Both physical ballot forms and electronic ballot forms)	8	0.003%
Votes in favor of the Resolution No. 3 (both physical ballot forms and electronic ballot forms)	61*	14030828
Votes against the Resolution No. 3 (Both physical ballot forms and electronic ballot forms)	9	365
Percentage of votes in favor of the Resolution No. 3 (Both physical ballot forms and electronic ballot forms)	61*	99.997%
Percentage of votes against the Resolution No. 3 (Both physical ballot forms and electronic ballot forms)	9	0.003%

The above is part of the report of the scrutinizer presented on 9th June, 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 resolutions 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

Arun Gupta & Associates

Company Secretaries

DECLARATION OF POSTAL BALLOT RESULT

A notice pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 to the extent applicable was sent to the members of PVR Limited ("the Company") seeking their approval for passing of the following resolutions as Special Resolutions:

- (i) Authorising the Board of Directors of the Company to borrow money in excess of aggregate of the Company's paid up share capital and free reserves apart from temporary loans upto Rs. 1500 Crores;
- (ii) Authorising the Board of Directors to mortgage or create a charge, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company for a sum not exceeding Rs. 1500 Crores;
- (iii) Authorising the Board of Directors of the Company to issue Non Convertible Debentures of an amount not exceeding Rs. 250 Crores.

The Board of Directors had on 30th April, 2014 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 has sent through post / e-mail the Postal Ballot Notice at the registered addresses of the shareholders on 08th May, 2014. There were 32768 registered folios as per the list prepared by the Registrar and Transfer Agent, Karvy Computershare Pvt. Ltd. The last date of receiving of ballot papers / e-voting response was fixed for 07th June, 2014 upto 5.00 P.M only. The Scrutinizer has submitted his report as summarized below after scrutinizing postal ballot forms received from members for the following mentioned Special Resolutions:

ITEM NO. 1

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 102, Section 114 and Section 180(1)(c) read with other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any Statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) 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 the Board of the Directors (hereinafter referred to as "The Board", which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company to borrow from time to time such sum(s) of money (whether Indian rupees or foreign currency including external borrowing) as the Board deem requisite for the purpose of the business of the Company notwithstanding that the money(s) to be borrowed together by the Company

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Arun Gupta & Associates

Company Secretaries

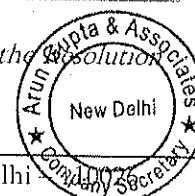
temporary loans obtained from the Company's banker in the ordinary course of business) will

exceed the aggregate of the paid-up share capital of the Company and its free reserves provided that the total amount to be borrowed by the Board shall not exceed the sum of Rs. 1,500 Crores at any one time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and also to delegate all or any of the above powers severally to the Committee of Directors or the Managing Director, Company Secretary or Sr. VP- Secretarial and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

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Number of invalid physical ballot forms	0	0
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Number of valid physical ballot forms	28	14027943
Number of valid electronic ballot forms	41	3250
Votes in favor of the resolution (both physical ballot forms and electronic ballot forms)	57*	14029988
Votes against the resolution (Both physical ballot forms and electronic ballot forms)	13	1205
Percentage of votes in favor of the resolution (Both physical ballot forms and electronic ballot forms)	57*	99.991%
Percentage of votes against the resolution (Both physical ballot forms and electronic ballot forms)	13	0.009%

*A shareholder holding 67 shares in total has voted for 65 shares in favour of the resolution and 2 shares against the aforesaid Resolution.




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Arun Gupta & Associates

Company Secretaries

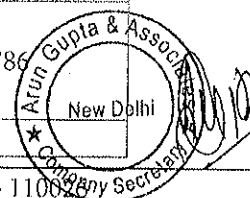
ITEM NO. 2

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 102, Section 114 and Section 180(1)(a) read with other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any Statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) 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 the Board of the Directors of the Company to mortgaging and/or charging of all immoveable and movable properties of the Company where-so-ever situate, present and future, and to sell or dispose off the whole of the undertaking of the Company for a sum not exceeding Rs. 1,500 Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and also to delegate all or any of the above powers severally to the Committee of Directors or the Managing Director, Company Secretary or Sr. VP- Secretarial and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

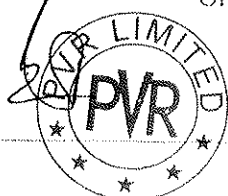
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Votes in favor of the resolution (both physical ballot forms and electronic ballot forms)	61	14030786
Votes against the resolution (Both physical	8	407



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Arun Gupta & Associates

Company Secretaries

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Percentage of votes in favor of the resolution (Both physical ballot forms and electronic ballot forms)	61	99.997%
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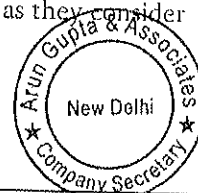
ITEM NO. 3

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 42, Section 102 and Section 114 of the Companies Act 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any Statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) 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 the Board of the Directors of the Company to make offer(s) or invitation(s) for subscription of Non Convertible Debentures for an amount not exceeding Rs. 250 Crores on private placement through issue of a private placement offer letter on such terms and conditions and to such person(s) as the Board deems fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable, including appointment of intermediaries including to appoint arranger for the NCD, Law Firm(s) / Legal expert(s), Registrar & Share Transfer Agent, Depositories i.e. NSDL / CDSL, Trustee(s), Bankers and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director, Company Secretary or Sr. VP - Secretarial and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the working Directors, Company Secretary and Sr. V.P-Secretarial of the Company be and are hereby severally authorized to apply for the listing and trading of the NCD on the stock exchanges and to do all such acts and deeds as they consider necessary and expedient in the matter."




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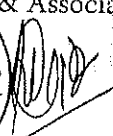
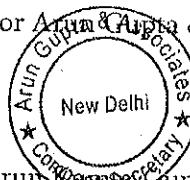
Arun Gupta & Associates

Company Secretaries

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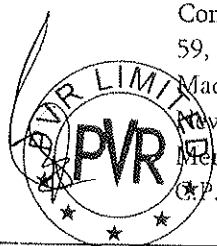
**A shareholder holding 7 shares in total has voted for 4 shares in favour of the Resolution and 3 shares against the aforesaid Resolution.*

For Arun Gupta & Associates



 Arun Gupta
 (Scrutinizer)

Company Secretary
 59, Ground Floor, Street No.3,
 Madan Park, East Punjabi Bagh,
 New Delhi-110026
 Membership No. 21227
 C.P. No. 8003

Date: 09/06/2014
 Place: Delhi



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