

# Arun Gupta & Associates

## Company Secretaries

### Scrutinizer's Report- Combined

To,

The Chairman  
19<sup>th</sup> Annual General Meeting  
PVR Limited

Result of voting through electronic means conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and poll conducted pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 for the 19<sup>th</sup> Annual General Meeting of **PVR Limited** held on Monday, 29<sup>th</sup> September, 2014 at 10.30 a.m. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.

Dear Sir,

1. I, Arun Kumar Gupta, a Company Secretary in Practice, have been appointed as a scrutinizer by
  - (i) the Board of Directors of PVR Limited ("the Company") for the purpose of scrutinizing the electronic voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and
  - (ii) the Chairman of the Annual General Meeting on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 19<sup>th</sup> Annual General Meeting of the Company held on Monday, 29<sup>th</sup> September, 2014 at 10.30 a.m. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means and Poll on the Resolutions contained in the Notice to the 19<sup>th</sup> Annual General Meeting of the Company. As Scrutinizer for e-voting process and for poll at the AGM, my responsibility is to provide the Scrutinizer's report of the Votes Cast in "favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorised agency engaged by the Company to provide e-voting facilities and also at the time of poll at AGM.



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3. As a Scrutinizer, I have issued separate Reports dated 29<sup>th</sup> September, 2014 for voting through electronic means and Poll on the Resolutions contained in the notice to the AGM. As requested by management, I hereby submit the Combined report on the results of e-voting together with that of Poll as mentioned below:

| Item No.                             | Votes in favour of the resolution |                                                             | Votes in against of the resolution |                                                              | Invalid votes         |
|--------------------------------------|-----------------------------------|-------------------------------------------------------------|------------------------------------|--------------------------------------------------------------|-----------------------|
|                                      | No. of shares                     | % of total number of votes cast in favour of the resolution | No. of shares                      | % of total number of votes cast in against of the resolution | No. Of Invalid shares |
| Item No. 1<br>(Ordinary Resolution)  | 30675723                          | 100%                                                        | 0                                  | 0%                                                           | 2                     |
| Item No. 2<br>(Ordinary Resolution)  | 30771590                          | 100%                                                        | 0                                  | 0%                                                           | 2                     |
| Item No. 3<br>(Ordinary Resolution)  | 29929409                          | 97.26%                                                      | 842181                             | 2.74%                                                        | 2                     |
| Item No. 4<br>(Ordinary Resolution)  | 30771540                          | 99.99%                                                      | 50                                 | 0.01%                                                        | 2                     |
| Item No. 5<br>(Ordinary Resolution)  | 30675693                          | 99.69%                                                      | 95897                              | 0.31%                                                        | 2                     |
| Item No. 6<br>(Ordinary Resolution)  | 30771540                          | 99.99%                                                      | 50                                 | 0.01%                                                        | 2                     |
| Item No. 7<br>(Ordinary Resolution)  | 30771590                          | 100%                                                        | 0                                  | 0%                                                           | 2                     |
| Item No. 8<br>(Ordinary Resolution)  | 28804347                          | 95.54%                                                      | 1347243                            | 4.46%                                                        | 2                     |
| Item No. 9<br>(Ordinary Resolution)  | 28804297                          | 95.53%                                                      | 1347293                            | 4.46%                                                        | 2                     |
| Item No. 10<br>(Ordinary Resolution) | 29610685                          | 98.20%                                                      | 540905                             | 1.80%                                                        | 2                     |

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|                                      |          |        |         |       |   |
|--------------------------------------|----------|--------|---------|-------|---|
| Item No. 11<br>(Ordinary Resolution) | 30671265 | 99.68% | 100325  | 0.32% | 2 |
| Item No. 12<br>(Special Resolution)  | 30731560 | 99.86% | 40030   | 0.14% | 2 |
| Item No. 13<br>(Special Resolution)  | 29231150 | 94.99% | 1540440 | 5.01% | 2 |

Thanking you,

Yours faithfully

For Arun Gupta & Associates

  
Arun Kumar Gupta  
(Scrutinizer)

Company Secretary  
Membership No. 21227  
C.P. No. 8003



Date: 29.09.2014

Place: Delhi