

February 29, 2016

National Stock Exchange Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
BandraKurla 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 to approve the arrangement embodied in the proposed Scheme of Amalgamation between Bijli Holdings Private Limited('Bijli Holdings') and PVR Limited ('PVR' or 'the Company') and their respective shareholders through Postal Ballot and E-voting.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares
(A)	Total Postal Ballot forms received in Physical Mode	33	94,10,731
	Total number of electronic ballot forms received via Karvy e- voting platform	106	1,01,93,643
(B)	Number of invalid physical ballot forms	03	40
	Number of invalid electronic ballot forms	01	50
(c)	Number of valid physical ballot forms	30	94,10,691
	Number of valid electronic	105	1,01,93,593



	ballot forms		
(D)	Votes in favour of the resolution (both physical ballot forms and electronic ballot forms)	134	1,96,04,273
(E)	Votes against the resolution (Both physical ballot forms and electronic ballot forms)	01	11
(F)	Postal Ballot forms with not voted for / against the resolution	Nil	Nil

(G) Percentage of votes in favour of the resolution (Both physical ballot forms and electronic ballot forms) :99.99

(H) Percentage of votes against the resolution (Both physical ballot forms and electronic ballot forms) :0.01

The above is part of the report of the scrutinizer presented on 29th February, 2016. As per the aforesaid report, the members have approved the Resolution through Postal Ballot/ E-Voting with the requisite majority votes casted in favour of the resolution out of the total valid postal ballots / E-voting 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

SCRUTINIZER'S REPORT

To,
The Chairman
Mr. Ajay Bijli
M/s PVR Limited
61, Basant Lok, Vasant Vihar,
New Delhi- 110057

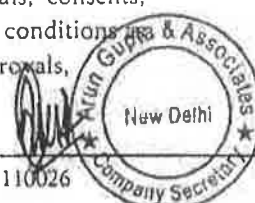
Dear Sir,

REPORT OF SCRUTINIZER RELATING TO PASSING OF RESOLUTION BY POSTAL BALLOT NOTICE PURSUANT TO SECURITIES EXCHANGE BOARD OF INDIA (SEBI) CIRCULAR NO. CIR/CFD/DIL/5/2013 ISSUED ON FEBRUARY 04, 2013 AND CIRCULAR NO. CIR/CFD/DIL/8/2013 ISSUED ON MAY 21 2013 (SUBJECT TO MODIFICATION, IF ANY, IN ACCORDANCE WITH ANY SUBSEQUENT CIRCULARS AND AMENDMENT THAT MAY BE ISSUED BY SEBI FROM TIME TO TIME) AND IN TERMS OF PROVISION OF SECTION 110 OF COMPANIES ACT, 2013, READ WITH RULE NO. 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR POSTAL BALLOT NOTICE DATED 12TH JANUARY, 2016.

The Board of Directors of the PVR Limited (hereinafter referred to as the "Company") had on 12th January, 2016 approved the draft notice of postal ballot to be sent to shareholders, appointed me as scrutinizer for conducting the postal ballot and E-voting process in a fair and transparent manner for Amalgamation of Bijli Holdings Private Limited ("Transferor Company") with PVR Limited ("Transferee Company") through the Hon'ble High Court of Delhi to approve the Scheme of Amalgamation.

The approved notice of postal ballot and E-voting contained the following resolution to be passed by the shareholders of the company.

"RESOLVED that pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the corresponding applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactments thereof) for the time being in force, and subject to the relevant provisions of the Memorandum & Articles of Association of the Company and subject to the requisite approvals and permissions of the Hon'ble High Court of Delhi or such competent authority, as the case may be, and in accordance with the regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India or any other relevant authority from time to time to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary/required and subject to such conditions, may be prescribed, directed or made by any of them while granting such approvals,



Arun Gupta & Associates

Company Secretaries

Consents and permissions, merger of Bijli Holdings Private Limited with PVR Limited through a Court approved Scheme of Amalgamation be and is hereby approved.

RESOLVED further that the Board and/or the Restructuring Committee constituted by the Board be and is hereby authorised to do and perform all such acts, deeds, steps, as may be necessary or desirable in connection with or incidental to giving effect to the purpose of the above resolution or to otherwise give effect to the Scheme, to make or accept such alterations or changes or modifications in the Scheme as may be expedient or necessary for satisfying the requirement or condition(s) imposed by the High Court and / or other regulatory authority/(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the Scheme."

The Company has completed the dispatch of postal ballot forms alongwith postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 15th January, 2016.

As required under Rule 22(3) of Companies (Management and Administration) Rules, 2014, an advertisement was published by company in "Business Standard" in all editions in English and in "Jansatta" in all Editions in Hindi ("the vernacular Language") on 28th January, 2016 informing of completion of dispatch of postal ballot Notices by Registered post/ Courier and by Email, wherever applicable, to the members along with other related matter mentioned therein.

The E-voting commenced from 28th January, 2016 at 9.00 A.M. and ended on 26th February, 2016 at 5.00 P.M. The data was scrutinized by me for verification of votes cast in favour and against the Resolution. I have downloaded the data of E-voting after the E-voting module was disabled by the Karvy Computershare Private Limited E-Voting platform on 27th February, 2016 on conclusion of the meeting.

The physical postal ballot forms received from the members were duly opened, verified and recorded in a register maintained for the purpose. Further, the votes casted through E-voting have also been recorded in register maintained separately.

All postal ballot forms received till 26th February, 2016 up to 5.30 P.M., the last date and time fixed by the company for receipt of the ballot forms were considered for my scrutiny and the envelopes containing postal ballot forms received after 5.30 P.M. on 26th February, 2016 were not considered for my scrutiny.

No shareholder has cast his votes both through postal ballots as well as through E-voting.

On proper scrutiny and summary of postal ballots and E-voting cast by the members, the consolidated results have been given in the statements annexed as Annexure-I. Further, the segregated reports on Postal Ballot and E-voting have been given in statements annexed as Annexure- II & III hereto respectively.



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Details of Voting by Public Shareholders in terms of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 has been given in statements annexed as Annexure – IV hereto.

In brief, the results on the resolutions contained in the Notice dated 12th January, 2016 of Public Shareholders are as under:-

Resolution No. 1	Votes Cast in Favour - 99.9%	Votes cast in favour are more than the votes cast against the resolution
	Votes Cast Against - 0.01%	

The register of postal ballots received till the close of the working hours of the last date of receipt of ballots giving the serial no., ballot no., client id/folio no., name and address of the shareholders, total holding and the nominal value, votes cast for, votes cast against, invalid ballots, reasons for invalidation and mode of voting (postal ballot or e-voting both) in respect of the Resolution has been maintained in electronic form on computer.

I have handed over the postal ballot forms and other related papers / Registers and records for safe custody to Mr. Pankaj Dhawan, Sr. V.P. Secretarial of the Company who is authorised by the Board to supervise the postal ballot and E-voting process.

Thanking You
For Arun Gupta & Associates



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

Date: 29th February, 2016
Place: New Delhi

Arun Gupta & Associates

Company Secretaries

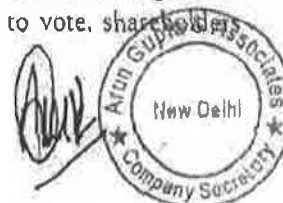
Annexure - II

Summary of the Postal Ballot pursuant to notice dated 12th January, 2016

(Based on Postal Ballots received)

Sr. No.	Category	RESOLUTION No:-1	
		No. of Ballots	No. of Shares
1	Total Postal Ballot forms received in Physical Mode	33	94,10,731
2	Total Invalid postal ballots forms *	03	40
3	Total Valid postal ballots forms	30	94,10,691
4	Total votes cast in favour of resolution	30	94,10,691
5	Total votes cast against the resolution	Nil	Nil
6	%age of valid votes in favour of resolution	100%	
7	%age of valid votes against the resolution	Nil	

- * Invalid votes includes marking of vote in both the boxes of ballot form, signature of shareholder not matching with the available specimen, shareholders not having voted, shareholders not having signed, absence of valid authorization to vote, shareholders not entitled to vote, shareholders abstain from voting etc.



S.

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Company Secretaries

Annexure III

Summary of the E-voting pursuant to notice dated 12th January, 2016

(Based on E-Voting)

Sr. No.	Category	RESOLUTION No:-1	
		No. of electronic votes	No. of Shares
1	Total votes by electronic vote received	106	1,01,93,643
2	Total Invalid votes *	01	50
3	Total Valid votes	105	1,01,93,593
4	Total votes cast in favour of resolution	104	1,01,93,582
5	Total votes cast against the resolution	01	11
6	%age of valid votes in favour of resolution	99.99%	
7	%age of valid votes against the resolution	0.01%	

* These are invalid since Board Resolution/ Power of Attorney was not given or abstained from voting by the Corporate Shareholder or Shareholder, as the case may be.



Arun Gupta & Associates

Company Secretaries

Annexure IV

Summary of the Postal Ballots and E-voting in terms of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 pursuant to notice dated 12th January, 2016

(Based on Postal Ballot & E-Voting)

Sr. No.	Particulars	No. of Ballots & electronic voting	No. of Shares
1	Total Valid Postal Ballots/ votes received	135	1,96,04,284
2	Less: Promoter shareholding	Nil	Nil
3	Public Shareholding	135	1,96,04,284
4	Total votes cast in favour of resolution by public shareholders	134	1,96,04,273
5	Total votes cast against the resolution by public shareholders	01	11
6	%age of valid votes in favour of resolution by public shareholders	99.99%	
7	%age of valid votes against the resolution by public shareholders	0.01%	

