

27<sup>th</sup> May, 2019

**National Stock Exchange of India 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

**BSE Limited**

Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
PJ Towers, Dalal Street,  
Fort, Mumbai - 400 001  
Fax: 022-22723121/1278

**Company Code: PVR / 532689**

Dear Sir,

Pursuant to Securities and Exchange Board of India Circular no. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019, please find enclosed Annual Secretarial Compliance Report for the period ended on 31<sup>st</sup> March, 2019 issued by M/s Arun Gupta & Associates Company Secretaries.

This is for your information and records.

Thanking You.

Yours faithfully  
For **PVR Limited**



**Pankaj Dhawan**  
**Company Secretary cum Compliance Officer**

# Arun Gupta & Associates

## *Company Secretaries*

**Secretarial Compliance Report of PVR Limited for the year ended on**  
**31<sup>st</sup> March, 2019**

**I Arun Kumar Gupta, Company Secretary in Practice, Proprietor of Arun Gupta & Associates have examined:**

- (a) all the documents and records made available to us and explanation provided by PVR Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 (Review Period) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (till November 09, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 10, 2018);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable as the Company has not bought back/propose to buyback any of its securities during the financial year under review.)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable as the Company has not issued any Non-Convertible and Redeemable Preference Shares )



# Arun Gupta & Associates

## Company Secretaries

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfers Agents) Regulations, 1993 and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clause )	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, Debarment, etc.	Observations/ remarks of the Practicing Company Secretary
Not Applicable				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:



# Arun Gupta & Associates

*Company Secretaries*

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the ended 31 <sup>st</sup> March, 2018	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				



**For Arun Gupta & Associates**  
**Company Secretaries**

**Arun Kumar Gupta**  
**Proprietor**

**ACS No.: 21227**

**C P No.: 8003**

**Place: New Delhi**

**Date: May 23, 2019**