



PVR Limited

(CIN: L74899DL1995PLC067827)

Registered office: 61, Basant Lok, Vasant Vihar, New Delhi – 110057

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of PVR LIMITED will be held at Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038 on Thursday, the 25th July, 2019 at 10:30 A.M. to transact the following businesses:

ORDINARY BUSINESS

Item No. 1 - To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31st March 2019, the report of the Board of Directors and Auditors thereon and (b) the audited consolidated financial statements of the Company for the financial year ended 31st March 2019 and the report of auditors thereon and in this regard, to pass the following resolution(s) as an Ordinary Resolution(s):

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

“RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended 31st March, 2019 and the report of Auditors thereon

laid before this meeting, be and are hereby considered and adopted.”

Item No. 2 - To declare a final Dividend of Rs. 2/- per Equity Share of Rs. 10/- each for the Financial Year 2018-19 and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT final dividend at the rate of Rs. 2/- (Rupees Two) per equity share of Rs. 10/- (Rupees Ten) each recommended by the Board of Directors of the Company at its meeting held on 10th May, 2019, be and is hereby declared and confirmed for payment as final dividend for the financial year ended 31st March, 2019.”

Item No. 3 - To appoint a Director in place of Ms. Renuka Ramnath (DIN 00147182) who retires by rotation and being eligible offers herself for re-appointment and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Renuka Ramnath (DIN 00147182), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS

Item No. 4 – To consider and appoint Ms. Deepa Misra Harris (DIN 00064912) as an Independent Director on the Board of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 (**“Act”**) read with Regulations 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), read with Schedule IV to the Act, Articles of Association of the Company, Ms. Deepa Misra Harris (DIN 00064912) who was appointed as an Additional Director of the Company by the Board of Directors of the Company, on the recommendations of the Nomination and Remuneration Committee of the Company, with effect from 27th March, 2019, and whose term of office expires at this Annual General Meeting be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years from the date of this Annual General Meeting of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Act and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of SEBI (LODR) Regulations, Ms. Deepa Misra Harris be paid such fees and remuneration

as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

Item No. 5 – To consider and re-appoint Mr. Sanjai Vohra (DIN 00700879) as an Independent Director on the Board of the Company and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 (**“Act”**) read with Regulation 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**) and other applicable provisions, if any, of the Act and the Rules framed thereunder, read with Schedule IV to the Act, Articles of Association of the Company, and pursuant to the recommendations of the Board of Directors of the Company, Mr. Sanjai Vohra (DIN 00700879) who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years from the date of this Annual General Meeting of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and all other applicable provisions, if any, of the Act and Rules framed thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 17 and other applicable provisions of SEBI (LODR) Regulations, Mr. Sanjai Vohra be paid such fees and remuneration as the Board of Directors of the Company

(including any Committee thereof) may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

Item No. 6 – To consider and re-appoint Mr. Amit Burman (DIN 00042050) as an Independent Director on the Board of the Company and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 (**“Act”**) read with Regulation 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**) and other applicable provisions, if any, of the Act and the Rules framed thereunder, read with Schedule IV to the Act, Articles of Association of the Company, and pursuant to the recommendations of the Board of Directors of the Company, Mr. Amit Burman (DIN 00042050), who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years from the date of this Annual General Meeting of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and all other applicable provisions, if any, of the Act and Rules framed thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 17 and other applicable provisions of SEBI (LODR) Regulations, Mr. Amit Burman be paid such fees and remuneration as the Board of Directors of the Company (including any Committee thereof)

may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

Item No. 7 – To consider and re-appoint Mr. Vikram Bakshi (DIN 00189930) as an Independent Director on the Board of the Company and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 (**“Act”**) read with Regulation 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**) and other applicable provisions, if any, of the Act and the Rules framed thereunder, read with Schedule IV to the Act, Articles of Association of the Company, and pursuant to the recommendations of the Board of Directors of the Company, Mr. Vikram Bakshi (DIN 00189930), who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years from the date of this Annual General Meeting of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and all other applicable provisions, if any, of the Act and Rules framed there under (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 17 and other applicable provisions of SEBI (LODR) Regulations, Mr. Vikram Bakshi be paid such fees and remuneration as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and

subject to such limits prescribed or as may be prescribed from time to time.”

Item No. 8 – To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis and if thought fit, to pass with or without modification(s), the following resolutions as a Special Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 42 read with Sections 71, 102 and 114 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and Rules, regulations, circulars, directions and notifications made/ issued thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations, 2008, the Foreign Exchange Management Act, 1999 and Rules, regulations, circulars, directions and notifications made/ issued thereunder (including any statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authorities, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (**“Board”**) (which term shall be deemed to include any Committee

which the Board may constitute for this purpose), the consent of the Members of the Company be and is hereby accorded to the Board to issue, make offer(s) or invitation(s) to subscribe to the secured/ unsecured/ redeemable/ listed/ unlisted Non-Convertible Debentures (**“NCDs”**) of the Company on private placement basis, in one or more than one tranches, through issuance of a private placement offer letter on such terms and conditions and to such person(s) as the Board deems fit, for an aggregate amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle, execute and amend such documents including but not limited to private placement offer letter, information memorandum, debenture subscription agreement, debenture trust deed, addendum, memoranda, deeds, documents, writings, undertaking, guarantee, indemnity, etc. as may be required, and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, incidental or expedient in respect of issuance of the NCDs, including but not limited to number of issues/ tranches, face value, issue price, issue size, timing, amount, tenure, method of issuance, security/ charge creation, coupon/ interest rate(s), yield, allotment and other terms and conditions of issue, appointment of intermediaries including arranger for the NCDs, law firm(s) / legal expert(s), registrar and share transfer agent, depositories i.e. NSDL/ CDSL, debenture trustee(s), bankers, and also to delegate all or any of the above powers severally to the Finance Committee or the Managing Director, Company Secretary and Chief Financial Officer and any other official(s), and generally to do all acts, deeds and things that

may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT Mr. Ajay Bijli – Chairman cum Managing Director, Mr. Sanjeev Kumar – Joint Managing Director and Mr. Pankaj Dhawan – Company Secretary of the Company be and are hereby severally authorized to apply for the listing and trading of the NCDs on any one or more stock exchanges and to do all such acts and deeds as they consider necessary and expedient in the matter.”

Item No. 9 – To consider and approve payment of remuneration for Financial Year 2018-19 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolutions as a Special Resolution(s):

“RESOLVED THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 (**“Act”**) and Rules made thereunder read with Regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the Members of the Company be and is hereby accorded for payment of Rs. 24,00,000/- (Rupees Twenty Four Lacs) to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company towards remuneration for the financial year 2018-19.

RESOLVED FURTHER THAT Mr. Ajay Bijli – Chairman cum Managing Director, Mr. Sanjeev Kumar – Joint Managing Director and Mr. Pankaj Dhawan – Company Secretary of the Company be and are hereby severally authorized to execute all the documents and to do all such

acts and deeds as may be necessary to give effect to this resolution.”

**By order of the Board
For PVR Limited**

**Pankaj Dhawan
Company Secretary**

**Place: Mumbai
Date: 10th May, 2019**

NOTES:

1. *To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/Company for sending soft copies of Annual Report, notice and all other documents issued by Company from time to time.*
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY STAMPED, COMPLETED AND SIGNED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED HEREWITH.** Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholders.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. In order to determine the entitlement for payment of Dividend, if declared, at the Annual General Meeting of the Company, the Register of Members and Share Transfer Books of the Company shall remain closed from 18th July 2019 (Thursday) to 25th July, 2019 (Thursday) (both days inclusive).
5. The dividend as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting will be paid to those Members whose names stand registered on the Company's Register of Members.
 - a) as Beneficial Owners as at the end of the business hours on Thursday, 18th July, 2019 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) in respect of shares held in dematerialized form.
 - b) as Members in the Register of Members of the Company after giving effect to valid shares transfer lodged with the Company on or before Thursday, 18th July, 2019.
6. **Queries, if any, regarding accounts may please be sent to the Company Secretary at least 10 days before the date of Annual General Meeting so as to enable the Company to suitably reply.**

7. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of their attendance at the meeting.
8. **Members holding shares in demat/physical form are requested to notify any change in address, bank mandates, if any, and their E-mail ID for dispatch of Annual Reports and all other information, correspondences to the Company's Registrar and Share Transfer Agent Karvy Fintech Private Limited, by E-mail at einward.ris@Karvy.com at their address at Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.**
9. **Members are requested to bring their Attendance Slips to the Meeting.**
10. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the shares held by them.
11. Members/ Proxies may also please note that only Tea/Coffee will be served and no gift will be distributed at the venue of Annual General Meeting or elsewhere.
12. Children who are not Members of the Company would not be allowed to attend the Annual General Meeting.
13. Documents relating to any of the items mentioned in the notice are open for inspection in physical form between 11 AM and 5 PM on all working days up to the date of the Annual General Meeting at the registered office of the Company and copies thereof are also available for inspection in physical form at the head office and the corporate office of the Company, and will also be available at the Annual General Meeting proposed to be held on 25th July, 2019, without payment of any fee by the Members.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
15. The Register of Contacts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
16. Members are requested to note that dividend not encashed or remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred under Section 124 of the Companies Act, 2013 to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further pursuant to the provisions of Section 124 of the Companies Act, 2013 and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be

transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

It is in the Members interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the investor's account on time.

17. Members who have not yet encashed the dividend warrant(s) from the financial year ended March 31, 2012 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company up to the financial year ended on March 31, 2011 pertaining to final dividend and interim dividend declared by Board on 30th September, 2011, have been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website. Members are requested to contact [Karvy Fintech Private Limited], Unit: PVR Limited, Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Serilingampally Mandal, Hyderabad – 500 032, the Registrar and Share Transfer Agents of the Company to claim the unclaimed / unpaid dividends.
18. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and Secretarial Standards on the General Meetings, of the persons seeking appointment/ re-appointment are also attached with this notice. The Company has received relevant disclosures/ consents from the Directors seeking appointment/ re-appointment.

19. The Company is providing facility for voting by electronic means and the business may be transacted through such voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote voting") will be provided by Karvy. The facility for voting through polling paper shall be made available at the meeting and Member attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The e-voting is open between 9.00 A.M. to 5.00 P.M. for four days from 21st July, 2019 to 24th July, 2019 (both days inclusive). The Company has appointed Mr. Arun Kumar Gupta, a Practicing Company Secretary based in New Delhi as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. Please read and follow the instructions on

e-voting enumerated below. The results declared along with scrutinizer's report shall be placed on the website of the company and on the website of the agency i.e. Karvy Fintech Private Limited within two days of passing the resolution at the 24th Annual General Meeting of the Company. Subject to the receipt of required votes, the resolution shall be deemed to be passed on the date of the Annual General Meeting of the Company.

20. Shareholders of the Company holding the shares either in physical form or in dematerialised form, as on the cut-off date i.e. 18th July, 2019 may cast their vote electronically.

For the purpose of dispatch of this notice, shareholders of the Company holding shares either in physical form or in dematerialised form as on 14th June, 2019, have been considered. Members who have acquired shares after 14th June, 2019 and before 18th July, 2019 may approach the Company/Karvy for issuance of the User ID and Password exercising their right to vote by electronic means.

The procedure and instructions for e-voting are as follows:

- i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e., user-id & password) mentioned on the Ballot Form. Your folio DP/Client ID will be your User-ID.

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| User – ID | For Members holding shares in demat form:- For NSDL :- 8 Character DP ID followed by 8 digits client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in physical form:- <u>Event no.</u> 4579 followed by folio number registered with the Company |
| Password | Your Unique password is sent via email forwarded through the electronic notice |
| Captcha | Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons. |

- iii. Please contact our toll free No. **1-800-34-54-001** for any further clarifications. Members can cast their vote online from 21/07/2019 to 24/07/2019.
- iv. After entering these details appropriately, click on "LOGIN". Members holding shares in demat/physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used

by the demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Fintech Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

You need to login again with the new credentials.

On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.

If you are holding shares in demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your exiting login id and password are to be used.

On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total

number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.

After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

Corporate/Institutional Members (corporate / FIs/ FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to aruncs.gupta@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no. 4579"