



PVR LIMITED

(CIN: L74899DL1995PLC067827)

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

Corporate Office: Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase-III, Gurugram-122002, Haryana

Email: cosec@pvr cinemas.com, Website: www.pvr cinemas.com

Phone: 0124 4708100; Fax: 0124 4708101

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of PVR LIMITED will be held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility, on Tuesday, the September 29, 2020 at 03:00 P.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 March 31, 2020, 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 March 31, 2020 and the report of auditors thereon.

Item No. 2 - To appoint a Director in place of Mr. Ajay Bijli (DIN 00531142) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 - To consider and appoint Ms. Pallavi Shardul Shroff (DIN 00013580) as an Independent Director on the Board of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"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 of the Act, Articles of Association of the Company, Ms. Pallavi Shardul Shroff (DIN 00013580) who was appointed as an Additional Director with the designation of Independent 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 October 22, 2019, and whose term of office expires at the ensuing 25th 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, effective October 22, 2019.

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. Pallavi Shardul Shroff 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 as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 4 - To consider and appoint Mr. Anish Kumar Saraf (DIN 00322784) as a Director on the Board of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 150, 152 and 161 of the Companies Act, 2013 ("Act") read with Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 of the Act, Articles of Association of the Company, Mr. Anish Kumar Saraf (DIN 00322784) who was appointed as an Additional Director by the Board of Directors of the Company, on the recommendations of the Nomination and Remuneration Committee of the Company, with effect from June 8, 2020, and whose term of office expires at the ensuing 25th Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 5- To consider and approve payment of remuneration for Financial Year 2019-20 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company and if thought fit, to pass , the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 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 ₹ 24,00,000/- (Rupees Twenty Four Lakh) towards remuneration for the Financial Year 2019-20 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company.

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 authorised to execute all the documents and to do all such acts and deeds as may be necessary to give effect to this resolution.”

Item No. 6– To consider and approve continuation of payment of managerial remuneration to Mr. Ajay Bijli, Managing Director and Chairman of the Company and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any amendment, modification or re-enactment thereof), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), the Articles of Association of the Company, and all applicable guidelines and circulars issued by the Central Government from time to time and basis the recommendation of the Nomination and Remuneration Committee at its meeting held on June 5, 2020, and approval by the Board of Directors of the Company at its meeting held on June 8, 2020, consent of the members be and is hereby accorded to continue to pay managerial remuneration (comprising fixed component plus commission) to Mr. Ajay Bijli, Chairman and Managing Director of the Company, on such terms and conditions as were originally approved by the shareholders vide resolution dated July 3, 2018, for each of the financial years from 2019-20 and onwards until the expiry of the tenure of his appointment on March 31, 2023, notwithstanding that (i) the annual remuneration payable to Mr. Ajay Bijli exceeds ₹ 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any committee thereof be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Item No. 7– To consider and approve continuation of payment of managerial remuneration to Mr. Sanjeev Kumar, Joint Managing Director of the Company and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any amendment, modification or re-enactment thereof), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), the Articles of Association of the Company, and all applicable guidelines and circulars issued by the Central Government from time to time and basis the recommendation of the Nomination and

Remuneration Committee at its meeting held on June 5, 2020, and approval by the Board of Directors of the Company at its meeting held on June 8, 2020, consent of the members be and is hereby accorded to continue to pay managerial remuneration (comprising fixed component plus commission) to Mr. Sanjeev Kumar, Joint Managing Director of the Company, on such terms and conditions, as were originally approved by the shareholders vide resolution dated July 3, 2018, for each of the financial years from 2019-20 and onwards until the expiry of the tenure of his appointment on March 31, 2023, notwithstanding that (i) the annual remuneration payable to Mr. Sanjeev Kumar exceeds ₹ 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any committee thereof be and is hereby authorised to do all acts, deeds and things as may be required to effectuate the above resolution.”

Item No. 8 – To consider and approve computation of net profits of the Company under Section 198 of the Companies Act, 2013 after disregarding the adjustments made pursuant to Indian Accounting Standard (IndAS) 116 – ‘Leases’ for determining the remuneration and limits thereof payable to Mr. Ajay Bijli, Chairman and Managing Director of the Company and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any amendment, modification or re-enactment thereof), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), the Articles of Association of the Company, and all applicable guidelines and circulars issued by the Central Government from time to time and basis the recommendation of the Nomination and Remuneration Committee at its meeting held on June 5, 2020, and approval by the Board of Directors of the Company at its meeting held on June 8, 2020, consent of the members be and is hereby accorded to pay managerial remuneration (comprising fixed component plus commission) to Mr. Ajay Bijli, Chairman and Managing Director of the Company, on such terms and conditions as were originally approved by the shareholders vide resolution dated July 3, 2018, for each of the financial years from 2019-20 and onwards until the expiry of the tenure of his appointment on March 31, 2023, by taking into account the net profits of the Company computed under Section 198 of the Act after disregarding the adjustments made pursuant to Indian Accounting Standard (IndAS) 116 – ‘Leases’, for determining the remuneration and limits thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any committee thereof be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Item No. 9 – To consider and approve computation of net profits of the Company under Section 198 of the Companies Act, 2013 after disregarding the adjustments made pursuant to Indian Accounting Standard (IndAS) 116 – ‘Leases’ for determining the remuneration and limits thereof payable to Mr.

Sanjeev Kumar, Joint Managing Director of the Company and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) (including any amendment, modification or re-enactment thereof), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), the Articles of Association of the Company, and all applicable guidelines and circulars issued by the Central Government from time to time and basis the recommendation of the Nomination and Remuneration Committee at its meeting held on June 5, 2020, and approval by the Board of Directors of the Company at its meeting held on June 8, 2020, consent of the members be and is hereby accorded to pay managerial remuneration (comprising fixed component plus commission) to Mr. Sanjeev Kumar, Joint Managing Director of the Company, on such terms and conditions as were originally approved by the shareholders vide resolution dated July 3, 2018, for each of the financial years from 2019-20 and onwards

until the expiry of the tenure of his appointment on March 31, 2023, by taking into account the net profits of the Company computed under Section 198 of the Act after disregarding the adjustments made pursuant to Indian Accounting Standard (IndAS) 116 – ‘Leases’, for determining the remuneration and limits thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any committee thereof be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

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

Pankaj Dhawan
Company Secretary

Place: Gurugram
Date: August 24, 2020

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is enclosed herewith and forms part of this Notice.
2. In view of the prevailing situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movement apart from social distancing, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening of the Annual General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual General Meeting of the Company is being held through VC / OAVM. The deemed venue for the Annual General Meeting shall be the Registered Office of the Company. In compliance with applicable provisions of the Act read with aforesaid MCA circulars, the 25th Annual General Meeting of the Company is being conducted through Video Conferencing (VC) herein after called as "e-AGM".
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since this Annual General Meeting will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the Annual General Meeting along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the websites of the Company, the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited and that of the Registrar and Transfer Agent, KFin Technologies Private Limited ("KFinTech") at <https://evoting.kfintech.com>.
6. For the purpose of e-mail of this notice, members of the Company holding shares either in physical form or in de-materialised form as on August 28, 2020, have been considered. Members who have acquired shares after August 28, 2020 and before September 22, 2020 may approach the Company/KFinTech for issuance of the User ID and Password exercising their right to vote by electronic means. A member, who is not holding shares as on the cut-off date i.e. August 28, 2020 should treat this Notice for information purpose only.
7. 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.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ("the Act"), the Register of Contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be open for inspection during the e-AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of e-AGM.

Members seeking to inspect such documents can send an email to the Company.
9. Certificate(s) from Statutory Auditors of the Company certifying that PVR Employee Stock Option Plan(s) are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution(s) of the Members of the Company, will be available for inspection by the Members at the Annual General Meeting.
10. Members holding shares in de-mat/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- KFinTech, by e-mail at einward.ris@kfintech.com or at their address at Selenium Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad - 500032.
11. 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.
12. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them.
13. Members are requested to note that dividend 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.
14. Members who have not yet encashed the dividend warrant(s) from the Financial Year ended March 31, 2013 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agent. 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, 2013 pertaining to final dividend have been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website. Members are requested to contact KFinTech, to claim the unclaimed / unpaid dividends.

15. 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.

16. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has directed all the listed companies to update Bank Account details and Permanent Account Number (PAN) of the Members holding shares in physical form. Therefore, members, who have not yet updated their details, are requested to send the following documents to KFinTech:

- i. Self-attested copy of PAN card including that of joint Members; and
- ii. An original cancelled cheque of 1st Member (Name of 1st Member should be printed on cheque leaf). If name of 1st Member is not printed on cheque leaf, photocopy of passbook or bank statement duly attested by the banker along with cancelled cheque (Photocopy of cheque will not be accepted/ entertained). Members are also requested to update Email ID for our records and send their consent for receipt of communications by electronic means in accordance with various Circulars issued by the Ministry of Corporate Affairs from time to time.

17. SEBI vide its notifications dated June 8, 2018 and November 30, 2018, mandated that securities of listed companies can be transferred only in dematerialised form effective from April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialisation, Members holding shares of the Company in physical form are requested to get their shares dematerialised.

18. Shareholders who have not registered their e-mail address and in consequence the Annual Report and Notice of AGM could not be serviced, may temporarily get their email address and mobile number provided with KFinTech, by clicking the link: https://ris.kfintech.com/email_registration/ for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com.

19. PROCEDURE FOR JOINING THE e-AGM THROUGH VC / OAVM:

- The Company will provide VC / OAVM facility to its Members for participating at the e-AGM. For the purpose, the Company has appointed, M/s KFin Technologies Private Limited, Registrar and Transfer Agent, to

provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.

- a) Members will be able to attend the e-AGM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.

Members are requested to follow the procedure given below:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password for e-voting).
- iii. After logging in, click on "Video Conference" option.
- iv. Then click on camera icon appearing against e-AGM event of PVR Limited, to attend the Meeting.
- v. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.

- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.

- c) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

- d) Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

- e) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- f) **AGM Questions prior to e-AGM:** Members who would like to ask questions may log into emeetings.kfintech.com/ and click on "Post your Questions" in the window provided by mentioning the name, demat A/c no./folio number, email id, mobile number. Please note that questions asked by members who hold shares as on cut-off date will only be answered. This option shall commence at 09:00 a.m. on September 24, 2020 and will be available till 05:00 p.m. on September 26, 2020.

- g) Members who would like to express their views or ask questions during the e-AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from 09:00 a.m. on September 24, 2020 till 05:00 p.m. on September 26, 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the

right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the e-AGM.

h) Up to 1000 Members will be allowed to attend the e-AGM through VC / OAVM on first come first served basis (FIFO). No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

i) Facility to join the meeting shall be opened 15 minutes before the scheduled time of the e-AGM, shall be kept open throughout the proceedings of the e-AGM and shall not be closed till the expiry of 15 minutes after such scheduled time.

j) Members, who need assistance before or during the e-AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free numbers 1800-425-8998 / 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the e-AGM.
- Members attending the e-AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the e-AGM.

20. PROCEDURE FOR REMOTE E-VOTING:

- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at Annual General Meeting by electronic means ("**e-voting**"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("**Poll**") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

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. Accordingly, the

Members can opt for only one mode of voting i.e. remote or polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through ballot will not be considered. The e-voting is open between 9.00 A.M. to 5.00 P.M. from September 26, 2020 to September 28, 2020 (both days inclusive). Members of the Company holding the shares in physical form or in dematerialised form, as on the cut-off date i.e. September 22, 2020 may cast their vote electronically. The Company has appointed Mr. Arun Kumar Gupta, a Practicing Company Secretary based in New Delhi as Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

The manner of voting remotely by members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below:

- i. Open your web browser during the voting period and navigate to <https://evoting.kfintech.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.

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
Password	For Members holding shares in physical form:- Event no. 5532 followed by folio number registered with the Company
	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 26/09/2020 to 28/09/2020. The e-voting will be dis-enabled at 05:00 p.m. (IST) on September 28, 2020.

- 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 KFin Technologies 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.kfintech.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 member do not want 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/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutiniser through e-mail to aruncs.gupta@gmail.com with copy to evoting@kfintech.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no. 5532 "

21. Instructions for Voting during e-AGM:

The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

- (i) The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Members shall click on the same to take them to the "instapoll" page.
- (ii) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- (iii) Only those Members, who are present in the e-AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.

22. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company and on the website of KFinTech. The result will simultaneously be communicated to the stock exchanges. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Ms. Pallavi Shardul Shroff was appointed by the Board of Directors of the Company ("**Board**"), on recommendation of the Nomination and Remuneration Committee of the Company, as an Additional Director with the designation of an Independent Director on the Board effective from October 22, 2019. Ms. Pallavi holds office up to the date of ensuing 25th Annual General Meeting. The Company has received a Notice under Section 160 of the Companies Act 2013 ("the Act") from a shareholder proposing the name of Ms. Pallavi Shardul Shroff for her appointment as an Independent Director on the Board of the Company for term of five years.

In terms of Section 149 of the Act read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules 2014, an Independent Director can hold office for a period of up to five consecutive years and shall not be liable to retire by rotation.

The Company has received from Ms. Pallavi Shardul Shroff (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (2) of the Section 164 of the Act; and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of the Section 149 of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**").

Ms. Pallavi S. Shroff is the Managing Partner of Shardul Amarchand Mangaldas with over 38 years of extensive experience. Her broad and varied representation of public and private corporations and other entities before various national courts, tribunals and legal institutions has earned her national and international acclaim. Ms. Shroff is the Head of the Dispute Resolution practice at the Firm, with an extensive knowledge in matters of litigation and arbitration. She also mentors the Competition Law practice at the Firm and is a member of the Competition Law Review Committee, constituted by the Government of India to ensure that the legislation is in tune with the changing business environment.

Ms. Shroff has been closely involved with some of the largest and most challenging litigation and arbitration matters in India with regard to energy, infrastructure, natural resources, mergers & acquisitions, legislative and policy related matters. She appears regularly in the Supreme Court and High Courts of India, and in arbitrations, mediations and international legal disputes. She is an Alternate Member (India) at the ICC (International Chamber of Commerce) Court of Arbitration.

In addition, Ms. Shroff also regularly advises international and national clients on various aspects of the Competition Act, 2002. She was a key member of the high-powered SVS Raghavan Committee, which contributed to formulating the legal framework for the new Competition law and a draft of the new Competition Act.

Further, Ms. Shroff has been conferred the 'Lifetime Achievement Award' at the Chambers India Awards 2019. She has also been recognised as one of the Most Powerful Women in Indian Business by Business Today (2013-19) and Fortune India for 2018 & 2019. Business World recognised her as the one of 'The Most Influential Women in India' for her exceptional contribution in the field of law.

In the opinion of the Board and the Nomination and Remuneration Committee of the Company, Ms. Pallavi Shardul Shroff fulfils the conditions of appointment as an Independent Director as specified in the Act and Rules made thereunder and the SEBI (LODR) Regulations and is independent of the management. Considering the vast experience and knowledge of Ms. Pallavi Shardul Shroff it will be in the interest of the Company to appoint her as an Independent Director.

In terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, the approval of Members is sought by way of an ordinary resolution for the appointment of Ms. Pallavi Shardul Shroff as an Independent Director for a term of five consecutive years.

A copy of the draft letter for the appointment of Ms. Pallavi Shardul Shroff as Independent Director setting out the terms and conditions is available for inspection as per the details given in the Notes forming part of this Notice.

The Board recommends the ordinary resolution as set out at Item No.3 for your approval.

Ms. Pallavi Shardul Shroff is interested in this resolution to the extent of her appointment as an Independent Director of the Company. No other Director of the Company, Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed resolution.

ITEM No. 4

Mr. Anish Kumar Saraf was appointed by the Board of Directors of the Company ("**Board**"), on recommendation of the Nomination and Remuneration Committee of the Company, as an Additional Director on the Board effective from June 8, 2020 and holds office up to the date of ensuing 25th Annual General Meeting. The Company has received a Notice under Section 160 of the Companies Act 2013 ("the Act") from a shareholder proposing the name of Mr. Anish Kumar Saraf for his appointment as a Director on the Board of the Company, liable to retire by rotation.

The Company has received from Mr. Anish Kumar Saraf (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of the Section 164 of the Act.

Anish Saraf is based in Mumbai, joined Warburg Pincus in 2006 and has since been working with the Firm's Indian affiliate. He is involved in the Firm's investment advisory activities in India and evaluates opportunities in Real Estate, Industrial and Consumer sectors in India. He is managing director of Warburg Pincus India Private Limited. Prior to joining Warburg Pincus, Mr. Saraf started his own mild steel manufacturing business.

He is a Director of Kalyan Jewelers India Limited, PRL Developers Private Limited, BIBA Apparels Private Limited, Hamstede Living Private Limited and R. Retail Ventures Private Limited. Mr. Saraf holds a Chartered Accountancy degree from the Institute of Chartered Accountants of India and an M.B.A. from the Indian Institute of Management, Ahmedabad.

The Board recommends the ordinary resolution as set out at Item No.4 for your approval.

Mr. Anish Kumar Saraf is interested in this resolution to the extent of his appointment as a Director of the Company. No other Director of the Company, Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed resolution.

ITEM NO. 5

The Board of Directors of the Company ("**Board**") had re-appointed Mr. Sanjai Vohra as an Independent Director for a term of five consecutive years, which was approved by the Members of the Company at the 24th Annual General Meeting, held on July 25, 2019.

As per Regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI (LODR) Regulations**"), with effect from April 1, 2019, the approval of Members by way of special resolution is required to be obtained every year, in case the amount of remuneration payable to a single non - executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

The Board has approved payment of Remuneration of ₹ 24,00,000/- (Rupees Twenty Four Lakh) to Mr. Sanjai Vohra, a Non-Executive Independent Director, for the Financial Year 2019-20, out of the total remuneration of ₹ 44.50 Lakh payable/ paid to all the Non-Executive Directors of the Company, out of @1% of net profits of the Company for the Financial Year 2019-20 computed under Section 198 of the Companies Act, 2013.

Mr. Sanjai Vohra is the Chairman of the Audit Committee and Nomination & Remuneration Committee. Mr. Vohra is also a member of CSR Committee, Risk Management Committee as well as Finance Committee of the Company. Being the Chairman of the Audit Committee, the duties and responsibilities of Mr. Vohra have increased manifold. Since the amount of remuneration of ₹ 24 Lakh payable to Mr. Sanjai Vohra for the Financial Year 2019-20 will exceed fifty per cent of the aggregate remuneration payable to all the Non-Executive Directors of the Company put together therefore it is imperative to seek members approval by way of special resolution.

The approval of the Members is being taken to ensure compliance with Regulation 17(6) (ca) of the SEBI (LODR) Regulations.

Accordingly, the approval of the Members of the Company is sought by way of special resolution in terms of Regulation 17(6) (ca) for payment made of the aforesaid remuneration to Mr. Sanjai Vohra in his capacity as the Non-Executive Independent Director of the Company.

The Board recommends the special resolution as set out at Item No. 5 for your approval.

Mr. Sanjai Vohra is concerned or interested in the resolution to the extent of his annual remuneration. No other Director of the Company, Key Managerial Personnel or their relatives, is in any way concerned or interested in the proposed resolution.

ITEM NO(s). 6 and 7

The members of the Company had on July 3, 2018 approved the re-appointments and the payment of managerial remuneration to (i) Mr. Ajay Bijli, Chairman and Managing Director of the Company, comprising annual fixed salary of ₹ 5,49,99,600 plus variable remuneration by way of commission @ 3.90% of net profits of the Company payable annually (with an increment @ 8% per annum of the fixed remuneration) from financial year 2018-19 up to expiry of his term in financial year 2022-23; and (ii) Mr. Sanjeev Kumar, Joint Managing Director of the Company, comprising annual fixed salary of ₹ 3,79,99,200 plus variable remuneration by way of commission @ 2.10 % of net profits of the Company payable annually (with an increment @ 8% per annum of fixed remuneration) from financial year 2018-19 up to expiry of his term in financial year 2022-23.

Subsequently, in terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("SEBI LODR") as amended by SEBI (LODR) (Amendment) Regulations 2018, effective from April 1, 2019, the fees or compensation payable to executive directors who are promoters or members of the promoter group, is subject to the approval of the members by special resolution in a general meeting, if (i) the annual remuneration payable to a promoter executive director exceeds ₹ 5 crore or 2.5 % of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such promoter executive directors exceeds 5% of the net profits of the listed entity. Such approval is valid till the expiry of the respective terms of the directors.

At present, Mr. Ajay Bijli and Mr. Sanjeev Kumar are the two promoter executive directors on the Board, and the aggregate annual remuneration payable to Mr. Ajay Bijli and Mr. Sanjeev Kumar for the financial year 2019-20 exceeds 5% of the net profits of the Company, and the aggregate annual remuneration payable to Mr. Ajay Bijli and Mr. Sanjeev Kumar each year for their remaining tenure i.e. up till March 31, 2023 may exceed 5% of the net profits of the Company, and therefore, pursuant to the aforementioned amendment of the SEBI LODR which came into effect after the approval of the shareholders for remuneration payable to Mr. Ajay Bijli and Mr. Sanjeev Kumar was obtained on July 3, 2018, a special resolution of the shareholders is required to continue to pay the originally agreed remuneration to Mr. Ajay Bijli and Mr. Sanjeev Kumar.

Hence, pursuant to the change in law due to the amendment to SEBI LODR and basis the recommendation made by the Nomination and Remuneration Committee in its meeting held on June 5, 2020 and approval of the Board in its meeting held on June 8, 2020, approval of the shareholders of the Company by way of a special resolution is required to pay managerial remuneration (i.e. fixed component plus commission) to Mr. Ajay Bijli and Mr. Sanjeev Kumar for each of the financial years from 2019-20 and onwards until the expiry of their respective tenure on March 31, 2023, on the following terms and conditions as were originally approved by the shareholders vide resolution dated July 3, 2018:

I. Mr. Ajay Bijli - Chairman and Managing Director

A. Remuneration:

Fixed Remuneration

Basic Salary	₹ 30,76,000/- per month
House Rent Allowance or Expenses of Leased Furnished/ Unfurnished Accommodation	₹ 15,07,300/- per month
Total	₹ 45,83,300 per month
There shall be an increment of 8% per annum of fixed remuneration from financial year 2019-20 to financial year 2022-23.	

Variable Remuneration

Commission: Equivalent to 3.90% of the net profits of the Company payable annually.

Provided that the overall remuneration (comprising of fixed remuneration and commission) shall not exceed 5% of the net profits of the Company computed under Section 198 of the Act.

B. Perquisites in addition to the above

- (i) Company's contribution towards provident fund and superannuation fund as per the rules of the Company;
- (ii) Gratuity- As per the rules of the Company; and
- (iii) Two cars- provision of chauffeur driven cars for the business of the Company.

C Minimum Remuneration

Where in any financial year during the currency of the tenure of Mr. Ajay Bijli as Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will continue to pay the aforesaid fixed remuneration of ₹ 45, 83,300 per month (plus an annual hike @ 8% of fixed remuneration) as minimum remuneration, subject to compliance with Section 197 read with Schedule V and all other applicable provisions, if any, of the Act, as amended from time to time.

II. Mr. Sanjeev Kumar- Joint Managing Director

A. Remuneration:

Fixed Remuneration

Basic Salary	₹ 21,25,000/- per month
House Rent Allowance or Expenses of Leased Furnished/ Unfurnished Accommodation	₹ 10,41,600/- per month
Total	₹ 31,66,600/- per month
There shall be an increment of 8% per annum of Fixed Remuneration from financial year 2019-20 to financial year 2022-23.	

Variable Remuneration

Commission: Equivalent to 2.10% of the net profits of the Company payable annually.

Provided that the overall remuneration (comprising of fixed remuneration and commission) shall not exceed 5% of the net profits of the Company computed under Section 198 of the Act.

B. Perquisites in addition to the above

- (i) Company's contribution towards provident fund and superannuation fund as per the rules of the Company;
- (ii) Gratuity- As per the rules of the Company; and
- (iii) One car - provision of chauffeur driven car for the business of the Company

C. Minimum Remuneration

Where in any financial year during the currency of the tenure of Mr. Sanjeev Kumar as Joint Managing

Director, the Company has no profits or its profits are inadequate, the Company will continue to pay the aforesaid fixed remuneration of ₹ 31, 66,600 per month (plus an annual hike @ 8% of fixed remuneration) as minimum remuneration, subject to compliance with Section 197 read with Schedule V and all other applicable provisions, if any, of the Act, as amended from time to time.

None of the Directors (except Mr. Ajay Bijli and Mr. Sanjeev Kumar), any other Key Managerial Person(s) of the Company or their relatives are, in any way, concerned or interested in the passing of these resolutions.

The Board recommends the special resolutions as set out at Item Nos. 6 and 7 for your approval.

an actual expense incurred by the Company in the respective financial year. Such additional charge made to the P&L Account depresses the reported profit before tax (PBT) of the Company and does not reflect the true profitability of the business in a given financial year, which is significantly higher.

For the purposes of determining the managerial remuneration under Section 197 of the Act and the SEBI (Listing Obligations and Disclosure Requirements), 2015, the net profits are determined based on the methodology provided in Section 198 of the Act.

The amount of net profits of the Company (after excluding the notional impact of Ind AS 116) for the financial year 2019-20 computed under Section 198 of the Act is ₹ 273.11 crore as opposed to ₹136.78 crore (after taking into account the impact of Ind AS 116 on the net profits).

ITEM NO(s). 8 and 9

The Ministry of Corporate Affairs ("MCA") notified 'Indian Accounting Standard ("Ind AS") 116 – Leases', on March 30, 2019, which is applicable to all annual reporting periods beginning on or after April 1, 2019. Pursuant to this notification, effective from April 1, 2019, the Company has adopted Ind AS 116 for preparation of its financial statements.

Under Ind AS 116, a lessee is required to recognise 'right of use' assets representing its right to use of the underlying leased assets and a lease liability representing its obligation to make lease payments, in its balance sheet. Since the nature of Company's operation requires the Company to sign long term leases (typically 15-20 years) for setting up and operating multiplexes in the country and bulk of the Company's screen additions have been made in last 5 years, the Company being in an initial phase in majority of the lease arrangements, is required to carry an additional charge in the profit & loss account (P&L Account) on account of interest charge on lease liability and amortisation of right of use assets over the lease term which is significantly higher than actual lease rent paid by the Company under the respective lease arrangements.

This additional charge made to the P&L Account of the Company is a notional adjustment pursuant to Ind AS 116 to adequately represent the lease transactions in the financial statements of the Company and it is not

The actual revenue and PBT of the Company (after excluding notional impact of Ind AS 116) have grown by 61% and 58%, respectively, in the last 3 years and for the financial year 2019-20 the actual commission due and payable to Mr. Ajay Bijli should be ₹ 7.72 crore in case there is no impact of Ind AS 116 on the net profits as against ₹ 90 lakh in case the impact of Ind AS 116 on net profits is taken into account.

Similarly, the actual commission due and payable to Mr. Sanjeev Kumar should be ₹ 5.74 crore in case there is no impact of Ind AS 116 as against ₹ 2.74 crore in case the impact of Ind AS 116 on net profits is taken into account.

Accordingly, in case the impact of Ind AS 116 is taken into account, the amounts of commission payable to Mr. Ajay Bijli and Mr. Sanjeev Kumar for the financial year 2019-20 will be 87% and 49%, respectively, lesser than the average annual commission paid to them in financial years 2016-17, 2017-18 and 2018-19.

For reference, below is the growth trend of the Company along with the commission paid/payable to Mr. Ajay Bijli and Mr. Sanjeev Kumar for the financial years 2016-17, 2017-18, 2018-19 and 2019-20 (with and without factoring in the impact of Ind AS 116, as applicable with effect from April 1, 2019).

Particulars	(₹ In Lakh)				
	FY19-20 (With Ind AS 116 adjustment)	FY19-20 (Without Ind AS 116 adjustment)	FY18-19	FY17-18	FY16-17
Revenue	3,32,722	3,32,722	2,77,684	2,27,565	2,06,219
Profit before tax	9,544	23,177	27,240	18,998	14,714
Director's commission:					
Mr. Ajay Bijli	90	772	1,076	523	420
Mr. Sanjeev Kumar	274	574	683	523	420

The Nomination and Remuneration Committee in its meeting held on June 5, 2020 and the Board in its meeting held on June 8, 2020 are of the view that the additional charge made to the P&L Account of the Company pursuant to Ind AS 116 is a notional adjustment, to adequately represent the lease transactions in the financial statements of the Company and is not an actual expense incurred by the Company. The Nomination and Remuneration Committee and the Board also noted that this additional charge made to the P&L Account depresses the reported PBT of the Company and does not reflect the true profitability of the business in a given financial year, which is significantly higher and decided that the impact of Ind AS 116 should be disregarded for the purposes of payment of managerial remuneration under Section 197 of the Act and SEBI LODR. It was recommended that, subject to

shareholder approval, the Company continues to pay the managerial remuneration for the entire tenure of appointment of Mr. Ajay Bijli and Mr. Sanjeev Kumar, on the same terms as the shareholder resolution dated July 3, 2018, but by disregarding the impact of Ind AS 116 on calculation of net profits under Section 198 of the Act.

The remuneration package of Mr. Ajay Bijli and Mr. Sanjeev Kumar was approved by the shareholders on July 3, 2018 and it was arrived at after thorough analysis and benchmarking exercise and was structured to reward them by way of a "variable compensation" payable on the net profits of the Company in the form of commission as the Company grows from strength to strength and based on the revenue and real profitability of the business with the intention to link their remuneration to actual