



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 26th Annual General Meeting of PVR LIMITED will be held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility, on Tuesday, the September 28, 2021 at 11:00 A.M.(IST) 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, 2021, 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, 2021 and the report of auditors thereon.

Item No. 2 - To appoint a Director in place of Mr. Sanjeev Kumar (DIN 00208173) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 – To consider and appoint Mr. Gregory Adam Foster (DIN 08926167) 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, Mr. Gregory Adam Foster (DIN 08926167) 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 recommendation of the Nomination and Remuneration Committee of the Company, with effect from October 21, 2020, and whose term of office expires at the ensuing 26th 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 from October 21, 2020.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197, 198, Schedule V 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, Mr. Gregory Adam Foster 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 approve payment of remuneration for FY 2020-21 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and Rules made thereunder 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 Lakhs Only) towards remuneration for the FY 2020-21 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Executive Directors, Chief Financial Officer and the 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. 5 – To consider and approve remuneration paid to Mr. Gregory Adam Foster, a Non-Executive Independent Director of the Company for FY 2020-21 and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the Members of the Company be and is hereby accorded for payment of remuneration made to Mr. Gregory Adam Foster, Non-Executive Independent Director of the Company amounting to ₹ 8,04,983/- (Rupees Eight Lakhs Four Thousand Nine Hundred Eighty Three Only) (USD 10,746) for the FY 2020-21 .

RESOLVED FURTHER THAT the Executive Directors, Chief Financial Officer and the 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 remuneration paid to Ms. Deepa Misra Harris, a Non-Executive Independent Director of the Company for FY 2020-21 and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the Members of the Company be and is hereby accorded for payment of remuneration made to Ms. Deepa Misra Harris, Non-Executive Independent Director of the Company amounting to ₹18,00,000/- (Rupees Eighteen Lakhs Only) for the FY 2020-21.

RESOLVED FURTHER THAT the Executive Directors, Chief Financial Officer and the 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. 7 – To consider and approve payment of remuneration for FY 2020-21 to Mr. Vikram Bakshi, a Non-Executive Independent Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for payment of ₹ 20,00,000/- (Rupees Twenty Lakhs Only) towards remuneration for the FY 2020-21 to Mr. Vikram Bakshi, a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Executive Directors, Chief Financial Officer and the 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. 8 – To consider and approve payment of remuneration for FY 2020-21 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the Members of the Company be and is hereby accorded for payment of ₹ 18,00,000/- (Rupees Eighteen Lakhs Only) towards remuneration for the FY 2020-21 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Executive Directors, Chief Financial Officer and the 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. 9 – To consider and approve managerial remuneration paid to Mr. Ajay Bijli, Chairman and Managing Director of the Company for the FY 2020-21 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 read with Schedule V 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 the Articles of Association of the Company and basis the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, consent of the members be and is hereby accorded for payment of fixed managerial remuneration made to Mr. Ajay Bijli, Chairman and Managing Director of the Company, amounting to ₹ 6,41,51,532/- (Rupees Six Crores Forty One Lakhs Fifty One Thousand Five Hundred and Thirty Two Only) for the FY 2020-21, on such terms and conditions as approved by the shareholders vide resolutions dated July 3, 2018 and September 29, 2020.

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. 10 – To consider and approve managerial remuneration paid to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the FY 2020-21 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 read with Schedule V 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 the Articles of Association of the Company and basis the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company consent of the members be and is hereby accorded for payment of fixed managerial remuneration made to Mr. Sanjeev Kumar, Joint Managing Director of the Company, amounting to ₹ 4,43,22,264/- (Rupees Four Crores Forty Three Lakhs Twenty Two Thousand Two Hundred and Sixty Four Only) for the FY 2020-21, on such terms and conditions as approved by the shareholders vide resolutions dated July 3, 2018 and September 29, 2020.

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 give effect to the above resolution."

Item No. 11 - 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 resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and 180(1)(c) of the Companies Act 2013, read with 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 ("the Act"), 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 & Articles of Association of the Company, 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/ have constituted for this purpose), the approval 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 ₹ 500,00,00,000/- (Rupees Five Hundred Crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Finance Committee or any other committee which the Board may constitute thereof be and are hereby severally authorised to finalise, 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 such 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."

By order of the Board
For PVR Limited

Place: New Delhi
Date: June 02, 2021

Mukesh Kumar
Company Secretary

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, April 13, 2020 and January 13, 2021 (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 26th 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. Kindly also note that the participation of Members through VC will be reckoned for the purpose of quorum in accordance with Section 103 of the Act. It is hereby clarified that pursuant to Section 113 of the Companies Act, 2013 representatives of Members other than Individuals, may be appointed for the purpose of voting through remote e-voting or for participation in the meeting held through VC/ OAVM.
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 Circulars dated May 12, 2020 and January 15, 2021, Notice of the Annual General Meeting along with the Annual Report 2020-21 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 27, 2021, have been considered. Members who have acquired shares after August 27, 2021 and before September 21, 2021 may approach the Company/KFinTech for issuance of the User ID and Password for exercising their right to vote by electronic means.
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 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana.
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, 2014 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 ("FY") ended on March 31, 2014 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/clientservices/mobilereg/mobileemailreg.aspx> 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. Attention of the individual shareholders holding the securities in demat mode is also brought to recent SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020. In order to increase the efficiency of the voting process, SEBI has enabled e-voting to all the demat account holders, by way of a single login credential, through the demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting service providers (ESPs). Accordingly, vide this circular, the shareholders can register directly with the depository or can choose an option of accessing various ESP portals directly from their demat accounts. The shareholders are requested to go through the contents of the circular for seamless e-voting process.
20. **PROCEDURE FOR REMOTE E-VOTING AND JOINING THE e-AGM THROUGH VC / OAVM:**



- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below. The Board has appointed M/s Arun Gupta & Associates, Practising Company Secretaries as a Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from September 25, 2021 to September 27, 2021 (both days inclusive) between 9.00 A.M. to 5.00 P.M.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 21st September 21, 2021.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 21, 2021, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 21, 2021, may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFinTech system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech. V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. KFinTech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

I) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.

- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., 'PVR LIMITED - AGM' and click on "Submit".
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.



- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at email id aruncs.gupta@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "PVR LIMITED Event No. 6157"
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members 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, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- II) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**
- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
 - ii. Facility for joining AGM through VC/ OAVM shall open at least fifteen minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
 - v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at cosec@pvr cinemas.com. Questions /queries received by the Company till 05:00 p.m. on September 25, 2021 shall only be considered and responded during the AGM.
 - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
 - vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 - viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
 - ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

21. **GENERAL INSTRUCTIONS FOR MEMBERS**

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will open from 09:00 a.m. on September 23, 2021 till 05:00 p.m. on September 25, 2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Post Your Question' option which will open from 09:00 a.m. on September 23, 2021 and will be available till 05:00 p.m. on September 25, 2021
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact at evoting@kfintech.com or call KFinTech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 21st September, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date i.e. September 21, 2021, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

The results of the electronic voting shall be declared to the Stock Exchanges after the e-AGM. The results along with the Scrutiniser's Report, shall also be placed on the website of the Company.

By order of the Board
For PVR Limited

Place: New Delhi
Date: June 02, 2021

Mukesh Kumar
Company Secretary



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

ITEM NO. 3

Mr. Gregory Adam Foster was appointed as an Additional Director with the designation of an Independent Director on October 21, 2020 to hold the office of the Independent Director pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Foster holds office up to the date of ensuing 26th 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. Gregory Adam Foster for his 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 Mr. Gregory Adam Foster (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 he is not disqualified under sub section (2) of the Section 164 of the Act; and (iii) a declaration to the effect that he 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").

Mr. Gregory Adam Foster is a globally recognised leader in the Entertainment, Media and Technology industries. Mr. Foster is a member of the Academy of Motion Pictures, Arts & Sciences. Mr. Foster was the CEO of IMAX Entertainment for 18 years and he also served as Senior Executive Vice President, IMAX Corp.

Mr. Foster is Senior Theatrical & Industry Consultant for Apple Corp. and Global Entertainment Ambassador for Samsung's CJ. He is also a member of the Board of Directors of Premiere Digital, a private, full service post production company as well as the Chairman of Hollywood's "ONLY IN THEATRES" initiative, which is working with studios, talent and exhibition to help re-open the cinema industry globally following COVID-19.

His expertise in global capital markets and revenue generation is extensive and this will help the organisation in the future.

In the opinion of the Board and the Nomination and Remuneration Committee of the Company, Mr. Gregory Adam Foster 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 Mr. Gregory Adam Foster it will be in the interest of the Company to appoint him 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 Mr. Gregory Adam Foster as an Independent Director for a term of five consecutive years.

A copy of the draft letter for the appointment of Mr. Gregory Adam Foster as an 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.

Mr. Gregory Adam Foster is interested in this resolution to the extent of his appointment as 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, except to the extent of their respective shareholding, if any.

ITEM NO(s). 4 to 8

Pursuant to the provisions of Section 149 read with Section 197 and 198 of the Companies Act, 2013 ("the Act"), Rules made thereunder and Schedule V of the Act, company may pay to its Non-executive directors (including Independent Directors) remuneration upto 1% of the Net Profits of the company (excluding sitting fees).

Further, Ministry of Corporate Affairs has vide its notification dated March 18, 2021 amended Schedule V of the Act, by allowing the companies to pay remuneration to the Non-Executive Directors (including Independent Directors) upto the defined thresholds (excluding sitting fees), even in the case of loss or inadequacy of profits.

During the FY 2020-21, the Company's operations were adversely affected due to COVID-19 pandemic and thus it has incurred significant losses calculated in accordance with Section 198 of the Act. In accordance with the provisions of Schedule V to the Act, in case of inadequacy of profits or loss, a company may pay remuneration to its Non-executive directors based on the Effective Capital of the company. The Effective Capital of your Company as of March 31, 2021 was ₹ 3,19,928 Lakhs. In terms of the thresholds given under Section II Part II of Schedule V of the Act, the Board proposes to pay/has paid following remuneration to the Independent Directors of the Company for the FY 2020-21 (excluding sitting fees):

- (a) Mr. Sanjai Vohra- ₹ 24 Lacs
- (b) Mr. Gregory Adam Foster- ₹ 8,04,983 (USD 10,746);
- (c) Ms. Deepa Misra Harris- ₹ 18 Lacs;
- (d) Mr. Vikram Bakshi- ₹ 20 Lacs; and
- (e) Ms. Pallavi Shardul Shroff- ₹ 18 Lacs

Further, in accordance with the provisions of Schedule V of the Act, the payment of above remuneration requires approval of the members vide ordinary resolution.

The Board recommends the said resolutions as set out at Item No(s). 4 to 8 for your approval.

Mr. Sanjai Vohra, Mr. Gregory Adam Foster, Ms. Deepa Misra Harris, Mr. Vikram Bakshi and Ms. Pallavi Shardul Shroff are concerned or interested in their respective resolutions to the extent of their remuneration. No other Director of the Company, Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolution, except to the extent of their respective shareholdings, if any.

ITEM NO(s). 9 and 10

The members of the Company had on July 3, 2018 approved the re-appointment 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 FY 2018-19 up to expiry of his term in FY 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 FY 2018-19 up to expiry of his term in FY 2022-23. Later, the members had approved that the commission shall be computed without considering impact of Ind AS 116 (Lease Accounting) in its meeting held on September 29, 2020.

Further, the members of the Company had at their meeting held on September 29, 2020, also approved minimum remuneration of ₹ 45,83,300 per month (plus an annual hike @ 8% of fixed remuneration) for Mr. Ajay Bijli and ₹ 31,66,600 per month (plus an annual hike @ 8% of fixed remuneration) for Mr. Sanjeev Kumar, subject to regulatory approvals pursuant to Section 197 read with Schedule V of Companies Act, 2013 ("the Act").

The members may kindly note that a large part of the remuneration of Mr. Ajay Bijli and Mr. Sanjeev Kumar, as approved by the shareholders earlier, are in form of variable pay linked to the profitability of the Company. Please see below the summary of compensation paid to Mr. Ajay Bijli and Mr. Sanjeev Kumar for FY 2019-20 and FY 2020-21 respectively

Remuneration	Mr. Ajay Bijli		Mr. Sanjeev Kumar	
	FY 19-20	FY 20-21	FY 19-20	FY 20-21
Basic Salary	39,864,960	43,054,152	27,540,000	29,743,200
Perquisite	1,95,34,608	2,10,97,380	1,34,99,136	14,579,064
Commission	7,71,56,638	-	5,73,53,606	-
Total	136,556,206	64,151,532	98,392,742	44,322,264

The FY 2020-21 was an un-precedented year and the performance of the Company was severely impacted due to COVID-19 pandemic. Since majority of compensation paid to MD and JMD is variable in nature, in the form of commission computed as a percentage of net profit, no such variable payment will be made for FY 2020-21, given the losses incurred by the company. This has resulted in their gross compensation reduced by ~54%.

The cinema industry was amongst the worst hit by COVID-19 with business of the Company coming to a complete standstill in FY 2020-21. The Government of India announced a nation-wide lockdown on March 24, 2020. All our screens across India were non-operational between March 24, 2020 and October 15, 2020. Subsequently, pursuant to the Order issued by the Ministry of Home Affairs, Government of India, on September 30, 2020 allowed opening of cinemas/ theatres/ multiplexes upto 50% of their seating capacity which was thereafter raised to 100% occupancy. Staggered re-opening and limited content availability resulted in a delayed business recovery between October 2020 and March 2021. However, due to the surge in COVID cases with the second wave, the business again got severely impacted as State Governments / Local Bodies started announcing lockdowns from the month of March 2021 onwards.

However, inspite of the tough ongoing times, under the stewardship of Mr. Ajay Bijli and Mr. Sanjeev Kumar, the Company was able to manage the crisis to a great extent. Mr. Bijli and Mr. Kumar have been the back bone of the organisation since its inception. They have played instrumental role in making PVR as the largest and most premium brand in the Indian Exhibition sector by delivering exceptional growth and profitability throughout the years. They have been able to attract investments from marquee investors in the Company and have ensured great returns to all the stakeholders.

During the last financial year, where the business was impacted significantly due to the pandemic, the Executive Directors of your Company have successfully steered the Company and put the Company in a position to be able to capitalise the opportunities that lie ahead. Some of the key achievements during the last fiscal year were:

- Fixed Cost Reduction**
 - Reduction of 63% in fixed costs during FY 21
 - Successfully negotiated with almost all developers / landlords for rental and Common Area Maintenance expenses with savings in excess of ₹ 500 crores;
- Liquidity Enhancement for the Company**
 - Successful completion of Rights issue of ₹ 300 crores in August 2020;
 - Successful closure of Qualified Institutional Placement of ₹ 800 crores in February 2021;
 - Raising additional liquidity from existing and new lenders of ₹ 500 crores;
- Ensuring retention of key employees and majority of manpower;
- Liaison with Central and State Governments to seek approvals for re-opening of cinemas and have simplified SOPs;
- Ensuring content availability post re-opening.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, where a company is into loss or has inadequate profits, it may pay the minimum remuneration, subject to the approval of the shareholders, vide special resolution.

As mentioned above, since the profits of your Company for the FY 2020-21 is inadequate, as calculated in accordance with the provisions of Section 198 of the Act, and in view of the contributions made by Mr. Ajay Bijli and Mr. Sanjeev Kumar during the FY 2020-21, the Company has paid only the minimum remuneration i.e. ₹ 6,41,51,532 to Mr. Ajay Bijli and ₹ 4,43,22,264 to Mr. Sanjeev Kumar during the previous fiscal year, subject to members approval. A statement containing additional information as required under Schedule V to the Act is annexed to the Notice.

The Board recommends the special resolutions as set out at Item No(s). 9 and 10 for your approval.

None of the Directors (except Mr. Ajay Bijli and Mr. Sanjeev Kumar for their respective resolutions), 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, except to the extent of their respective shareholdings, if any.