

PROCEEDINGS OF THE 1st EXTRA ORDINARY GENERAL MEETING FOR THE CALENDER YEAR 2015 OF THE MEMBERS OF PVR LIMITED HELD ON FRIDAY, THE 10TH JULY, 2015 AT 10:30 A.M. AT MAPPLE EMERALD, RAJOKRI, NH-8, NEW DELHI - 110038

Commencement of Meeting: 10:30 a.m

Conclusion of Meeting: 11:15 a.m

Present

Mr. Sanjeev Kumar	Chairman of the meeting
Mr. Amit Burman	Director Member and Representative of Nomination & Remuneration Committee
Mr. Sanjay Kapoor	Director
Mr. Sanjay Khanna	Director
Mr. Vikram Bakshi	Director and Member and Representative of Audit and Stakeholders Relationship Committee
Mr. N.C. Gupta	Company Secretary
Mr. Pankaj Dhawan	Sr. VP- Secretarial
Mr. Dilip Jain	Representative of SR Batliboi, the Statutory Auditors of the Company
Mr. Arun Gupta	Secretarial Auditor

Total 238 members including representatives and 8 proxies representing 21,55,087 no. of shares as per attendance slips received were present in the meeting.

Chairman

Mr. Sanjeev Kumar took the chair and welcomed the members at the Extra-ordinary General Meeting of the Company.

Quorum

On being informed by the Company Secretary that the quorum is present, the Chairman declared the meeting to order.

Proceedings conducted by Chairman

The Chairman then took up the formal proceeding of the meeting.

The Chairman informed the shareholders that the following Directors were not available in the Extra-Ordinary General Meeting of the Company:

1. Mr. Ravinder Thakran, Mr. Vicha Poolvaraluk and Mr. Sanjai Vohra are non-resident Directors and stay abroad and Ms. Renuka Ramnath and Mr. Narayan Ramachandran are pre-occupied in Mumbai and Bangalore respectively.
2. Mr. Ajay Bijli is not able to attend this EGM due to his pre-occupancy abroad.

Mr. Pankaj Dhawan, Sr. VP- Secretarial informed that the Proxy Register and other documents as mentioned in the Notice are available during the meeting for inspection of the members.

Mr. Arun Kumar Gupta, Practicing Company Secretary, whom the Board had appointed Scrutinizer for the voting process, was also present to conduct the voting by poll.

Mr. Sanjeev Kumar apprised the members that pursuant to the e-voting facility provided by the Company, certain members have already exercised their votes between 7th July 2015 from 9:00 a.m to 9th July, 2015 till 5:00 p.m.

Mr. Pankaj Dhawan informed the members before starting the voting process that on Page 9 in clause (a) and (b) of point (j), the 'closing price' be read as 'Volume Weighted Average Price'.

Similarly, it was informed that Pursuant to Regulation 73(1)(e) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the identity of the ultimate beneficial owners in case of proposed allottees are as follows:

1. Plenty CI Fund I Limited

NAME OF BENEFICIARY SHAREHOLDERS HOLDING MORE THAN 10%	ADDRESS	PERCENTAGE OF SHARE HOLDING
CPP Investment Board Private Holdings (3) Inc	One Queen Street, Suite 2500, Toronto ON M5C 2W5, Canada	67%
PGGM Private Equity II B.V.	Noordweg Noord 150, 3704 JG Zeist The Netherlands	33%
As per Circular no. CIR/MIRSD/2/2013 issued by SEBI on 24th January, 2013 the aforesaid entities are falling under point Number D and with reference to CIR/MIRSD/ 11 /2012 issued by SEBI on September 5, 2012(as per Annexure A point Number 8 B) we would like to submit that no natural person is holding more than 25% of the beneficial interest in any of the aforesaid entities.		

2. Plenty Private Equity Fund I Limited

NAME OF BENEFICIARY SHAREHOLDERS HOLDING MORE THAN 10%	ADDRESS	PERCENTAGE OF SHARE HOLDING
CPP Investment Board Private Holdings (3) Inc	One Queen Street, Suite 2500, Toronto ON M5C 2W5, Canada	48.95%
PGGM Private Equity II B.V.	Noordweg Noord 150, 3704 JG Zeist The Netherlands	24.48%
CDC Holdings Guernsey Limited	1 Royal Plaza Royal Avenue St Peter Port Guernsey GY1 2HL	10.49%

57 Stars Global Opportunity (KIA), L.P.	Intertrust Corporate Services (Cayman) Limited 190 Elgin Avenue George Town Cayman Islands	10.49%
As per Circular no. CIR/MIRSD/2/2013 issued by SEBI on 24th January, 2013 the aforesaid entities are falling under point Number D and with reference to CIR/MIRSD/ 11 /2012 issued by SEBI on September 5, 2012(as per Annexure A point Number 8 B) we would like to submit that no natural person is holding more than 25% of the beneficial interest in any of the aforesaid entities.		

3. Multiples Private Equity Fund II LLP

NAME OF BENEFICIARY SHAREHOLDERS HOLDING MORE THAN 10%	PERCENTAGE OF SHARE HOLDING
Reliance Industrial Investments and Holdings Limited	37.02%
Reliance Industrial Investments and Holdings Limited is a Wholly owned subsidiary of Reliance Industries limited which is a listed entity and hence no further details are required to be given.	

The Chairman informed that as per requirement of Companies Act, 2013, facility for voting by poll will also be provided to the members present in person and through proxies at the EGM, to vote in proportion to the shares held by them, on all resolutions as set out in the Notice. Therefore no resolution will be passed by show of hands.

Before starting the poll, the Chairman briefly explained the objective and implications of the resolutions for all the Special Businesses and enquired if any member had any question on any of the resolutions to be passed today of the Company.

Mr. Dhawan explained about voting process and asked Mr. Arun Kumar Gupta to show two empty ballot boxes to the members and lock the ballot boxes in their presence.

Members then casted their votes by filling their ballot papers and dropping the same in ballot box. After obtaining confirmation from the shareholders and the scrutinizer that everyone has exercised the vote, Mr. Pankaj Dhawan declared the poll as complete and scrutinizer took the Ballot Boxes in his safe custody.

Then Mr. Pankaj Dhawan informed that on receipt of Scrutinizer's Report in the evening, the result shall be declared and shall be sent to Stock Exchanges thereafter and will be available on their website as well as on the Company's website www.pvrcinemas.com.

Mr. Pankaj Dhawan thanked the members for their keen interest and participation in the meeting and declared that the meeting as closed.

Result of E-voting and Poll conducted on the items of Special Business at the Extra-Ordinary General Meeting of the Company held on 10th July, 2015.

On the basis of the Scrutinizer's Report for E-voting as well as Report dated 10th July, 2015 for the Poll conducted at Extra Ordinary General Meeting, as per result of the voting, all the resolutions for the special business as set out at Item No. 1 to 6 of the Notice of Extra-Ordinary General Meeting of the Company have been duly passed by the members with requisite majority. The result of E-voting and Poll as under:-

Resolution Nos. as given in the Notice of the Extra-Ordinary General Meeting	Particulars of votes cast					Result Declared
	Electronic Voting + Poll					
	Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Number	Percentage %	Number	Percentage %	No. of Invalid Votes	
Special Business						
1. Special Resolution for preferential allotment of equity shares of the Company to M/s Plenty CI Fund I Limited	30458817	100	23	0	170	Approved by requisite majority
2. Special Resolution for preferential allotment of equity shares of the Company to M/s Multiples Private Equity Fund II LLP	30458817	100	23	0	170	Approved by requisite majority
3. Special Resolution for preferential allotment of equity shares of the Company to M/s Plenty Private Equity Fund I Limited	30458817	100	23	0	170	Approved by requisite majority
4. Special Resolution to approve payment of existing remuneration to Mr. Ajay Bijli, Chairman cum Managing Director of the Company as minimum remuneration.	24454005	85.80	4048186	14.20	170	Approved by requisite majority
5. Special Resolution to approve payment of existing remuneration to	26143833	86.60	4048201	13.40	170	Approved by requisite majority

Mr. Sanjeev Kumar, Joint Managing Director of the Company as minimum remuneration.						
6. Special Resolution to amend the Articles of Association of the Company	30458821	100	18	0	170	Approved by requisite majority

The resolutions passed by the shareholders are recorded hereunder as part of the proceedings of the Extra-Ordinary General Meeting held on 10th July, 2015:-

Special Business

Item No. 1 **Preferential Allotment of equity shares of the Company to M/s Plenty CI Fund I Limited**

"**RESOLVED THAT** pursuant to Sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board thereto), Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, Reserve Bank of India, Securities and Exchange Board of India and any other appropriate authority or institution and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent and approval of the members of the Company be and is hereby given to the Board of Directors of the Company to create, offer, issue, and allot in one or more tranches to Plenty CI Fund I Limited, an overseas non promoter fund, having PAN No. AAHCP9628D, up to a maximum of 4,33,143 (Four Lakhs Thirty Three Thousand One Hundred and Forty Three) equity shares of Rs.10/- (Rupees Ten) each for cash at a price of Rs. 700/- (Rupees Seven Hundred) per equity share i.e. including a premium of Rs. 690/- (Rupees Six Hundred Ninety) per equity share, aggregating to Rs. 30,32,00,100/- (Rupees Thirty Crore Thirty Two Lakh One Hundred) or at such a price to be determined as per Regulation 76 of Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, whichever is higher, on preferential issue basis and on such further terms and conditions, including payment of monies as may be approved or finalised by the Board of Directors.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the offer, issue and allotment of the aforesaid equity shares shall be made at such time or times as the Board of Directors may, in their discretion, decides

subject to the compliance of applicable laws of India along with such terms and conditions, as the Board of Directors consider appropriate subject to the following:

1. The equity shares to be offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company in all respects.
2. The Relevant Date within the meaning of the Explanation to Regulation 71 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, shall be 10th June 2015.
3. The equity shares to be allotted shall rank pari passu with the existing equity shares of the Company in all respects.
4. The equity shares to be allotted shall be locked-in, if required, as per Regulation 78 of the Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
5. Full consideration in respect of equity shares shall be paid by the allottee at the time of allotment of such shares.

RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the Company to the allottee in dematerialised form, however, where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorised on behalf of the Company to take all necessary actions and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, desirable or expedient to the issue or allotment of aforesaid equity shares and listing thereof with the stock exchanges and to reduce, modify the number of equity shares to be issued, to finalize and change the terms and conditions, quantum, pricing and timing relating to the issue and allotment of the equity shares, to agree to such conditions or modifications that may be imposed, required or suggested by the Securities and Exchange Board of India, stock exchange(s) or other concerned authorities, or that may otherwise be deemed fit or proper by the Board of Directors without being required to seek any further consent or approval of the members of the Company in a general meeting and to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as they may deem in their absolute discretion appropriate to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby entitled to enter into and execute all such arrangements / agreements with any person or persons and all such agencies as may be involved or concerned in connection with the allotment and issuance of the equity shares contemplated above, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any intermediaries or professional advisors, consultants and legal advisors to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to delegate all or any of the powers, herein conferred to any committees of directors of the Company to give effect to the above mentioned special resolution."

Item No. 2**Preferential Allotment of equity shares of the Company to M/s Multiples Private Equity Fund II LLP**

"RESOLVED THAT pursuant to Sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board thereto), Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, Reserve Bank of India, Securities and Exchange Board of India and any other appropriate authority or institution and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent and approval of the members of the Company be and is hereby given to the Board of Directors of the Company to create, offer, issue, and allot in one or more tranches to M/s Multiples Private Equity Fund II LLP, an Indian non promoter fund, having PAN No. ABAFM4727B, up to a maximum of 4,47,095 (Four Lakhs Forty Seven Thousand and Ninety Five) equity shares of Rs.10/- (Rupees Ten) each for cash at a price of Rs. 700/- (Rupees Seven Hundred) per equity share i.e. including a premium of Rs. 690/- (Rupees Six Hundred Ninety) per equity share, aggregating to Rs. 31,29,66,500/- (Rupees Thirty One Crore Twenty Nine Lakh Sixty Six Thousand Five Hundred) or at such a price to be determined as per Regulation 76 of Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, whichever is higher, on preferential issue basis and on such further terms and conditions, including payment of monies as may be approved or finalised by the Board of Directors.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the offer, issue and allotment of the aforesaid equity shares shall be made at such time or times as the Board of Directors may, in their discretion, decides subject to the compliance of applicable laws of India along with such terms and conditions, as the Board of Directors considers appropriate subject to the following:

1. The equity shares to be offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company in all respects.
2. The Relevant Date within the meaning of the Explanation to Regulation 71 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, shall be 10th June 2015.
3. The equity shares to be allotted shall rank pari passu with the existing equity shares of the Company in all respects.
4. The equity shares to be allotted shall be locked-in, if required, as per Regulation 78 of the Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
5. Full consideration in respect of equity shares shall be paid by the allottee at the time of allotment of such shares.

RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the Company to the allottee in dematerialised form, however, where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorised on behalf of the Company to take all necessary actions and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, desirable or expedient to the issue or allotment of aforesaid equity shares and listing thereof with the stock exchanges and to reduce, modify the number of equity shares to be issued, to finalize and change the terms and conditions, quantum, pricing and timing relating to the issue and allotment of the equity shares, to agree to such conditions or modifications that may be imposed, required or suggested by the Securities and Exchange Board of India, stock exchange(s) or other concerned authorities, or that may otherwise be deemed fit or proper by the Board of Directors without being required to seek any further consent or approval of the members of the Company in a general meeting and to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as they may deem in their absolute discretion appropriate to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby entitled to enter into and execute all such arrangements / agreements with any person or persons and all such agencies as may be involved or concerned in connection with the allotment and issuance of equity shares contemplated above, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any intermediaries or professional advisors, consultants and legal advisors to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to delegate all or any of the powers, herein conferred to any committees of directors of the Company to give effect to the above mentioned special resolution."

Item No. 3 **Preferential Allotment of equity shares of the Company to M/s Plenty Private Equity Fund I Limited**

"**RESOLVED THAT** pursuant to Sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board thereto), Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, Reserve Bank of India, Securities and Exchange Board of India other appropriate authority or institution and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent and approval of the members of the Company be and is hereby given to the Board of Directors of the Company to create, offer, issue, and allot in one or more tranches to M/s Plenty Private Equity Fund 1 Limited, an overseas non promoter fund, having PAN No. AAHCP9334N up to a maximum of 41,19,762 (Forty One Lakhs Nineteen Thousand Seven Hundred and Sixty Two only) equity

shares of Rs.10/- (Rupees Ten) each for cash at a price of Rs. 700/- (Rupees Seven Hundred) per equity share i.e. including a premium of Rs. 690/- (Rupees Six Hundred Ninety) per equity share, aggregating to Rs. 2,88,38,33,400/- (Rupees Two Hundred and Eighty Eight Crore Thirty Eight Lakh Thirty Three Thousand Four Hundred) or at such a price to be determined as per Regulation 76 of Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, whichever is higher, on preferential issue basis and on such further terms and conditions, including payment of monies as may be approved or finalised by the Board of Directors.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the offer, issue and allotment of the aforesaid equity shares shall be made at such time or times as the Board of Directors may, in their discretion, decides subject to the compliance of applicable laws of India along with such terms and conditions, as the Board of Directors considers appropriate subject to the following:

1. The equity shares to be offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company in all respects.
2. The Relevant Date within the meaning of the Explanation to Regulation 71 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, shall be 10th June 2015.
3. The equity shares to be allotted shall rank pari passu with the existing equity shares of the Company in all respects.
4. The equity shares to be allotted shall be locked-in, if required, as per Regulation 78 of the Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
5. So long as the allottee holds at least 7.5% of the equity shares of the Company, the allottee shall have the right to nominate one director on the Board of Directors of the Company;
6. Full consideration in respect of equity shares shall be paid by the allottee at the time of allotment of such shares.

RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the Company to the allottee in dematerialised form, however, where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorised on behalf of the Company to take all necessary actions and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, desirable or expedient to the issue or allotment of aforesaid equity shares and listing thereof with the stock exchanges and to reduce, modify the number of equity shares to be issued, to finalize and change the terms and conditions, quantum, pricing and timing relating to the issue and allotment of the equity shares, to agree to such conditions or modifications that may be imposed, required or suggested by the Securities and Exchange Board of India, stock exchange(s) or other concerned authorities, or that may otherwise be deemed fit or proper by the Board of Directors without being required to seek any further consent or approval of the members of the Company in a general meeting and to settle all questions or difficulties

RESOLVED FURTHER THAT the Board of Directors be and is hereby entitled to enter into and execute all such arrangements / agreements with any person or persons and all such agencies as may be involved or concerned in connection with the allotment and issuance of equity shares contemplated above, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any intermediaries or professional advisors, consultants and legal advisors to give effect to the aforesaid Resolution.

<u>Item No. 4</u>	<u>To approve payment of existing remuneration to Mr. Ajay Bijli, Chairman cum Managing Director of the Company as minimum remuneration.</u>
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a. Remuneration

- | | | |
|-------|---|--------------------|
| (i) | Basic Salary: | Rs. 18,05,000 p.m. |
| (ii) | House Rent Allowance or Expenses of Leased Furnished / Unfurnished Accommodation: | Rs. 9,02,500 p.m. |
| (iii) | Commission @ 2.5% of the Net Profits of the Company to be paid annually | |

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

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Ajay Bijli as Chairman cum Managing Director, the Company suffers losses or its profits are inadequate, the aforesaid remuneration be deemed as minimum remuneration, subject to the approval of the Central Government, if and to the extent necessary and applicable, notwithstanding that the same is in excess of the maximum remuneration permitted to be paid to him under the applicable provisions of the Act for the time being and from time to time in force.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary including modifications as may be considered necessary and to finalize and execute all such documents and writings as may be necessary or expedient."

Item No. 5 **To approve payment of existing remuneration to Mr. Sanjeev Kumar, Joint Managing Director of the Company as minimum remuneration.**

"RESOLVED THAT pursuant to Section 197 and Schedule V and other applicable provisions & rules, if any, of the Companies Act 2013 and subject to the approval as may be required from the Central Government, the Consent of the Company be and is hereby accorded to pay the remuneration to Mr. Sanjeev Kumar, Joint Managing Director from 1st April, 2014 to 23rd July, 2018 as per details given below:

A. Remuneration

- (iv) Basic Salary: Rs. 12,50,000 p.m.
- (v) House Rent Allowance or Expenses of Leased Furnished / Unfurnished Accommodation:
Rs. 6,25,000 p.m.
- (vi) Commission @ 2.5% of the Net Profits of the Company to be paid annually

B. Perquisites in addition to the above:

- (iv) Company's contribution towards provident fund and superannuation fund as per rules of the company.
- (v) Gratuity – as per rules of the company
- (vi) Car – provision of chauffeur driven cars for the business of the company.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Sanjeev Kumar as Joint Managing Director, the Company suffers losses or its profits are inadequate, the aforesaid remuneration be deemed as minimum remuneration, subject to the approval of the Central Government, if and to the extent necessary and applicable, notwithstanding that the same is in excess of the maximum remuneration permitted to be paid to him under the applicable provisions of the Act for the time being and from time to time in force.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary including modifications as may be considered necessary and to finalize and execute all such documents and writings as may be necessary or expedient."

Item No. 6 **Amendment of the Articles of Association of the Company**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, new article No. 14.2 C in the existing Articles of Association of the Company be inserted as described below and the altered Articles of Association be adopted.

"14.2 C. Plenty Private Equity I Limited, shall have right, so long as Plenty Private Equity I Limited holds not less than 7.5% of the equity share capital of the PVR Limited to nominate not more than 1 (one) Director, on the Board of the Company."

RESOLVED FURTHER THAT the Working Directors of the Company and Mr. Pankaj Dhawan, Sr. VP-Secretarial be and are hereby severally authorized to intimate the above changes to Registrar of the Companies and to apply for making necessary alteration in the Articles of Association and to file such Returns and Forms with such other Government Authorities as may be required under the Companies Act, 2013 and Rules made there under and generally to do such act(s), thing(s) and deed(s) as may be necessary for giving effect to the above resolution."

There being no other business to be transacted the meeting concluded with a vote of thanks to the chair.

10th July, 2015
New Delhi

Sd/-

(Mr. Sanjeev Kumar)
CHAIRMAN

