

Date 31.05.2018

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
BandraKurla Complex,
Bandra (East), Mumbai - 400 051
Fax: 022-26598237/38

BSE Limited

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

Company Code: PVR / 532689

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing
Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

Dear Sir,

The Postal Ballot Notice, along with the other documents, are being sent today to all the Shareholders whose names appears in the register of Members /Beneficial owners received from the National Securities Depository Limited (NSDL) and Central Services Depository Limited(CDSL) as on May 18,2018 (Cut-off date)seeking their approval as set out in the notice. Copy of which is enclosed.

The Company has appointed Karvy Computershare Private Limited for the purpose of providing e-voting facility to all Members .The voting through e-voting will commence from Monday, June 04, 2018, and shall end on Tuesday, July 03,2018. The results of the postal Ballot will be announced on or before Friday, July 06, 2018.

The above information also available on the website of the Company:
www.pvrcinemas.com.

This is for your information and record.

Thanking You.

Yours Faithfully,
For PVR Limited



Pankaj Dhawan
Company Secretary cum Compliance Officer





PVR Limited

Registered Office: - 61, Basant Lok, Vasant Vihar, New Delhi – 110 057
Corporate Office – Block A, 4th Floor,
Building No. 9A, DLF Cyber City, Phase – III, Gurugram – 122002, Haryana
T – +91-124 -4708100, Fax - +91-124 -4708101
Website – www.pvrcinemas.com
CIN: L74899DL1995PLC067827

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given under Section 110 of the Companies Act, 2013 (“Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the Rules made thereunder, that the resolutions appended below are proposed to be passed by the shareholders through postal ballot (“Postal Ballot”) and electronic voting (“e-voting”). An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, along with a Postal Ballot form (“Postal Ballot Form”) for your consideration.

In the event, the proposed resolutions, as set out herein below, are assented to by Members by means of Postal Ballot and e-voting, they shall be deemed to be passed on the last day of Postal Ballot i.e. 3rd July, 2018 as if the same have been passed at a General Meeting of the Members convened in that behalf.

SPECIAL BUSINESS:

ITEM NO.1

AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO BORROW FUNDS IN EXCESS OF AGGREGATE OF THE COMPANY’S PAID UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM (APART FROM TEMPORARY LOANS OBTAINED FROM COMPANY’S BANKERS IN THE ORDINARY COURSE OF BUSINESS).

To consider 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 Section 102, Section 114 and Section 180(1)(c) read with other applicable provisions, if any, of the Companies Act, 2013 and rules, regulations, notifications, directions and clarifications issued thereunder (including any statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authority and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company (“Board”) (which term shall be deemed to include any Committee which the Board may constitute for this purpose), the consent of the Members of the Company be and is hereby accorded to the Board to borrow from time to time such sum(s) of money (whether in Indian rupees or foreign currency including external commercial borrowing) as the Board may deem requisite for the purpose of the business of the Company

notwithstanding that the money(s) to be borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount to be borrowed by the Company shall not exceed the sum of Rs. 2,000 Crores (Rupees Two Thousand Crores)."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents as may be required, and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and also to delegate all or any of the above powers severally to the Finance Committee or the Managing Director, Company Secretary, Chief Financial Officer and any other official(s), and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

ITEM NO. 2

AUTHORISING THE BOARD OF DIRECTORS TO MORTGAGE OR CREATE A CHARGE, SELL, LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY.

To consider 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 Section 102, Section 114 and Section 180(1)(a) read with other applicable provisions, if any, of the Companies Act, 2013 and rules, regulations, notifications, directions and clarifications issued thereunder (including any statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authorities and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company ("**Board**") (which term shall be deemed to include any Committee which the Board may constitute for this purpose), the consent of the Members of the Company be and is hereby accorded to the Board to mortgage and/or charge all or any immovable and/ or movable properties of the Company where-so-ever situate, present and future for securing the borrowings of the Company availed or to be availed, and/ or to sell, lease or dispose of the whole or substantially the whole of the undertaking of the Company, for a sum not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents as may be required, and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and also to delegate all or any of the above powers severally to the Finance Committee or the Managing Director, Company Secretary, Chief Financial Officer and any other official(s), and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

ITEM NO. 3

AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF NON CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT.

To consider 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 Section 42, read with the Sections 71, 102 and 114 of the Companies Act 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and rules, regulations, circulars, directions and notifications made/ issued thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Foreign Exchange Management Act, 1999 and rules, regulations, circulars, directions and notifications made / issued thereunder (including any statutory modification / amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authorities and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company (“Board”) (which term shall be deemed to include any Committee which the Board may constitute for this purpose), the consent of the Members of the Company be and is hereby accorded to the Board to issue, make offer(s) or invitation(s) to subscribe to the listed / unlisted Non-Convertible Debentures (“NCDs”) of the Company during a period of one year from the date of passing of this Resolution, on private placement basis, in one or more than one tranches, through issuance of a private placement offer letter on such terms and conditions and to such person(s) as the Board deems fit, for an aggregate amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents as may be required, and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, in respect of issuance of the NCDs, including but not limited to number of issues/ tranches, face value, issue price, issue size, timing, amount, tenure, method of issuance, security/ charge creation, coupon/ interest rate(s), yield, allotment and other terms and conditions of issue, appointment of intermediaries including arranger for the NCDs, Law Firm(s) / legal expert(s), Registrar & Share Transfer Agent, Depositories i.e. NSDL/ CDSL, Debenture Trustee(s), Bankers, and also to delegate all or any of the above powers severally to the Finance Committee or the Managing Director, Company Secretary and Chief Financial Officer and any other official(s), and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Chairman cum Managing Director, Joint Managing Director and Company Secretary of the Company be and are hereby severally authorized to apply for the listing and trading of the NCDs on the stock exchanges and to do all such acts and deeds as they consider necessary and expedient in the matter.”

ITEM NO. 4

INCREASING THE FPI/FII AND NRI SHAREHOLDING LIMIT UNDER FOREIGN EXCHANGE MANAGEMENT ACT, 1999.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, the Consolidated FDI Policy (effective from August 28, 2017), and all applicable rules, regulations, circulars, notifications, guidelines, directions, (including any statutory modification/amendment thereto or re-

enactment thereof for the time being in force), and any other applicable laws for the time being in force, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authority and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions which may be agreed to by the board of directors of the Company ("**Board**") (which term shall be deemed to include any Committee which the Board may constitute for this purpose), consent of the Members of the Company be and is hereby accorded to permit Foreign Portfolio Investors ("**FPIs**") registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time, and the existing Foreign Institutional Investors ("**FIIIs**") registered with the Securities and Exchange Board of India ("**SEBI**"), including their sub-accounts registered with SEBI, to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares of the Company listed on the recognized stock exchange of India, upto an aggregate limit of 74% (seventy four per cent) of the paid-up equity share capital (on a fully diluted basis) of the Company, at the time of making such investment, provided that the individual shareholding of FPIs/FIIIs on its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Consolidated FDI Policy (effective from August 28, 2017), all applicable rules, regulations, circulars, notifications, guidelines, directions including those issued by the Reserve Bank of India (including any statutory modification/amendment thereto or re-enactment thereof for the time being in force), and any other applicable laws for the time being in force, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authority 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, consent of the Members of the Company be and is hereby accorded to permit Non Resident Indians ("**NRIs**") to acquire and hold the equity shares of the Company listed on the recognized stock exchanges of India, subject to the condition that the aggregate holding of the NRIs shall not exceed 24% (twenty four per cent) of the paid-up equity share capital (on a fully diluted basis) of the Company or such other limit as may be stipulated by Reserve Bank of India, from time to time, provided that the individual shareholding of the NRIs shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification(s) or re-enactment thereof for the time being in force."

"RESOLVED FURTHER THAT for the purpose of giving effect to the abovementioned resolutions, the Board be and is hereby authorized to finalize, settle and execute such forms and documents as may be required, and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and also to delegate all or any of the above powers severally to the Committee of Directors or the Managing Director, Company Secretary, Chief Financial Officer and any other official(s), and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

ITEM NO. 5

RE-APPOINTMENT OF MR. AJAY BIJLI AS CHAIRMAN & MANAGING DIRECTOR AND FIXATION OF HIS REMUNERATION.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V, and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules, regulations, 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 Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such approvals, as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Ajay Bijli (DIN: 00534112) as Chairman cum Managing Director of the Company for a period of 5 (five) years, effective from 1st April, 2018 on the following terms and conditions including remuneration, with further liberty to the board of directors of the Company (“Board”) (which term shall be deemed to include any Committee constituted by the Board) to alter the said terms and conditions of appointment and remuneration of Mr. Ajay Bijli in the best interests of the Company and as may be permissible at law:

A. Remuneration:

Fixed Remuneration

Basic Salary	Rs. 30,76,000/- per month
House Rent Allowance or Expenses of Leased Furnished/ Unfurnished Accommodation	Rs. 15,07,300/- per month
TOTAL	Rs. 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 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 has no profits or its profits are inadequate, the Company will pay the aforesaid Fixed Remuneration of Rs. 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.

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 finalise and execute all such agreements, documents and writings as may be necessary or expedient.”

ITEM NO. 6

RE-APPOINTMENT OF MR. SANJEEV KUMAR AS JOINT MANAGING DIRECTOR AND FIXATION OF HIS REMUNERATION.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V, and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules, regulations, directions and notifications issued / made thereunder (including any statutory modification/ amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such approvals, as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjeev Kumar (DIN: 00208173) as Joint Managing Director of the Company for a period of 5 (five) years effective from 1st April, 2018 on the following terms and conditions including remuneration, with further liberty to the board of directors of the Company (“Board”) (which term shall be deemed to include any committee constituted by the Board), to alter the said terms and conditions of appointment and remuneration of Mr. Sanjeev Kumar in the best interests of the Company and as may be permissible at law:

A. Remuneration:

Fixed Remuneration

Basic Salary	Rs. 21,25,000/- per month
House Rent Allowance or Expenses of Leased Furnished/ Unfurnished Accommodation	Rs. 10,41,600/- per month
TOTAL	Rs. 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 rules of the Company;
- (ii) Gratuity – as per rules of the Company;
- (iii) One 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, Joint Managing Director, the Company has no profits, or its profits are inadequate, the

Company will pay the aforesaid Fixed Remuneration of Rs. 31,66,600/- per month plus an annual hike @ 8% of fixed remuneration as minimum remuneration, subject to compliance with Sections 197 read with Schedule V and all other applicable provisions, if any, of the Act as amended from time to time.

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 finalise and execute all such documents and writings as may be necessary or expedient.”

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

**Place: Gurugram, Haryana
Date: 4th May, 2018.**

**Pankaj Dhawan
Company Secretary**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons thereof for the proposals is annexed hereto.
2. The notice of Postal Ballot ("**Postal Ballot Notice**") is being sent to all the Members whose names appear on the register of Members / list of beneficial owners as received from National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") as on 18th May, 2018.
3. Voting rights of each Member shall be reckoned on the paid up value of the shares registered in the name of the Members as on the cut-off date which is **18th May, 2018** and any recipient of this Postal Ballot Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
4. A Member cannot exercise his vote by proxy on Postal Ballot.
5. The voting period begins on 4th June, 2018 at 9:00 a.m. and ends on 3rd July, 2018 at 5:00 p.m.
6. Resolutions approved by the Members through Postal Ballot (including e-voting) shall be deemed to have been passed as if the same had been passed at a General Meeting of the Members convened in that behalf.
7. The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of voting i.e. 3rd July, 2018.
8. The assent or dissent received from the Members after the last date and time of voting i.e. 5:00 p.m. on 3rd July, 2018, shall be treated as if reply from the Member has not been received.
9. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for the use of the Members. Members are requested to carefully read the instructions printed in the Postal Ballot Form.
10. The Chairman, or any person so authorized by him, shall announce the results of the Postal Ballot at 4:00 P.M. on or before 6th July, 2018 at the Registered Office of the Company, at 61, Basant Lok, Vasant Vihar, New Delhi – 110057 and the results shall also be displayed on the notice board at the Registered Office and Head / Corporate Office of the Company.
11. Members who wish to be present at the time of declaration of the result may do so.
12. The result of the Postal Ballot, along with the scrutinizer's report, will also be posted on the Company's website www.pvrcinemas.com and also communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot shall also be placed on the website of Karvy Computershare Private Limited ("**Karvy**"), which is the agency whose services the Company has engaged for providing e-voting facility.
13. All the relevant documents will be available for inspection by Members at the Registered Office and Corporate Office of the Company between 11:00 A.M. to 1:00 P.M. on any working day, till the last date of submission of Postal Ballot Form with the Scrutinizer i.e. 3rd July, 2018.
14. The Company is pleased to offer the option of an e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. Kindly note that each Member can opt for only one mode of voting i.e. either by physical Postal Ballot or by

e-voting. If you opt for e-voting, then please do not vote by physical Postal Ballot and vice versa. In case Member(s) do cast their vote via both modes i.e. physical Postal Ballot as well as e-voting, then voting done through e-voting shall prevail and physical Postal Ballot of that Member shall be treated as invalid. The instructions for e-voting are provided herein below.

E-Voting

1. In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. The procedure and instructions for e-voting are as follows:
2. The voting period begins on 4th June, 2018 at 9:00 a.m. and ends on 3rd July, 2018 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is 18th May, 2018, may cast their votes electronically. The e-voting module shall be disabled by Karvy, for voting thereafter.
3. For the purpose of dispatch of this Postal Ballot Notice, Members of the Company holding shares either in physical form or in dematerialised form and whose names appear on the register of Members/ list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 18th May, 2018, have been considered.
4. Once the vote on a resolution has been cast by a Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. The shareholders should log on to the e-voting website www.evoting.karvy.com.
6. Please contact our toll free no. 1-800-34-54-001 or contact Ms. Shobha Anand at 040 - 67161559 for any further clarification or any grievances that you may face in relation to e-voting. In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions and e-voting manual available at www.evoting.karvy.com, under help section or write an email to evoting@karvy.com.
7. The process and manner for Members opting for e-voting is as under:

A. In case a Member receives an email from Karvy :

- I. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- II. Shareholders of the Company holding the shares either in physical form or in dematerialised form, as on the cut-off date i.e. 18th May, 2018 may cast their vote electronically.
- III. Enter the login credentials (i.e., User ID and password mentioned in your email). Your Folio No. /DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User ID:

For Members holding shares in Demat form:

- a. For NSDL: 8 character DP ID followed by 8 digit Client ID
- b. For CDSL: 16 digit Beneficiary ID/Client ID

For Members holding shares in Physical form:

Event No. 3767(EVENT) followed by Folio No. registered with the Company.

Password: Your unique password is printed on the Postal Ballot Notice provided in the email forwarding the electronic notice.

- IV. After entering these details appropriately, click on "LOGIN".
- V. 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.
- VI. You need to login again with the new credentials.
- VII. On successful login, the system will prompt you to select the "EVENT" i.e., PVR Limited.
- VIII. 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- IX. Members holding shares under multiple folios/ demat accounts are requested to vote separately for each of their folios/ demat accounts.
- X. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the resolution.
- XI. Corporate/institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant board resolution / authority letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer through e-mail at : aruncs.gupta@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO. 3767"

Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form attached to the e-mail or from the Company's website www.pvr cinemas.com or seek duplicate of the Postal Ballot Form from Karvy Computershare Private Limited Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Phone No. 040 - 67162222, fill in the details and send the same to the Scrutinizer.

B. In case of Members receiving Postal Ballot Notice by post:

- I. User ID and initial password as provided in the Postal Ballot Form.
- II. Please follow all steps from Sr. No. I to XI as mentioned in (A) above, to cast your vote.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ("Act").

ITEM NO. 1:

Authorising the Board of Directors of the Company to borrow funds in excess of aggregate of the Company's paid up share capital, free reserves and securities premium (apart from temporary loans obtained from Company's bankers in the ordinary course of business).

In terms of Section 180(1)(c) of the Companies Act, 2013 ("Act"), the board of directors of a company, shall exercise the power to borrow money, where money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, only with the consent of the company by passing a Special Resolution.

Presently, the Company has power to borrow funds for a sum not exceeding Rs. 1500 Crores (Rupees One Thousand and Five Hundred Crores) which was approved by the Members of the Company through Postal Ballot on 9th June, 2014. However, in view of requirements of funds for on-going expansion and corporate needs of the Company in future, it is proposed that the existing borrowing limits be enhanced from Rs. 1500 crores (Rupees One Thousand and Five Hundred Crores) to Rs. 2000 crores (Rupees Two Thousand Crores). In view of the aforesaid, a fresh resolution is proposed providing that, the board of directors of the Company ("Board") (which term shall be deemed to include any Committee which the Board may constitute for this purpose) may, for and on behalf of the Company, be authorised to borrow sums of money not exceeding Rs. 2,000 crores (Rupees Two Thousand Crores). The approval from the Members is therefore sought to enable the Company to borrow amounts not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crores), such that the total amount to be borrowed by the Company shall not exceed the sum of Rs. 2,000 Crores (Rupees Two Thousand Crores) at any time.

Your Directors recommend the above **Special Resolution** for your approval.

None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested in the resolution.

ITEM NO. 2

Authorising the Board of Directors to mortgage or create a charge, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

In terms of Section 180(1)(a) of the Act, the board of directors of a company, must obtain the approval of the members by way of Special Resolution for selling, leasing, or otherwise disposing the whole or substantially the whole of the undertaking of the company or creating any security on the assets of the Company.

The borrowing limit of the Company, subject to obtaining of the approval of the Members in this regard, is proposed to be increased from the present limit of Rs. 1500 Crores (Rupees One Thousand and Five Hundred

Crores) to Rs. 2,000 crores (Rupees Two Thousand Crores). However, for securing the sums of money up to Rs. 2,000 crores (Rupees Two Thousand Crores) that the Company may borrow pursuant to the aforesaid increase in the borrowing limits, the Company would be required to secure all or any of the movable and / or immovable properties of the Company, present and future, wherever situated. In light of the above, the approval of the Members of the Company is sought to be obtained through passing of a Special Resolution under section 180(1)(a) of the Act authorizing the Board to mortgage/ charge any or all movable and/ or immovable properties of the Company and/or sell, lease or dispose of the whole or substantially the whole of the undertaking of the Company as aforesaid to the lenders for a sum not exceeding Rs. 2,000 Crores.

Your Directors recommend the above **Special Resolution** for your approval.

None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested in the above resolution.

ITEM NO. 3

Authorising the Board of Directors of the Company to make offer(s) or invitation for subscription of Non-Convertible Debentures on private placement.

As per provisions of Section 42 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the members of the company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for non-convertible debentures ("NCDs"), it shall be sufficient if the company passes a Special Resolution once a year for all the offers or invitations for such debentures during the year.

The Company has made a detailed roadmap for its expansion organically. For the organic growth of the Company, the Company is adequately funded and intends to finance bulk of its growth from internal accruals and debts. However in addition to organic growth, the Company is also evaluating opportunities for acquisition of various other national/ regional level exhibition chains for which the Company may need to raise fund for the same as well as for refinancing of the existing debts.

In view of the above and to meet the requirements of Section 42 of the Act read with applicable Rules, approval of the Members of the Company by way of Special Resolution is sought for authorizing the Board to issue NCDs on a private placement basis, up to the aggregate an amount of Rs. 1,000 crores (Rupees One Thousand Crores), from domestic as well as overseas market, during the period of one year from the date of passing of the Special Resolution by the Members. The proposed issue of NCDs for Rs. 1,000 Crores will be within the overall borrowing limit of the Company.

Your Directors recommend the above **Special Resolution** for your approval.

None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested in the resolution.

ITEM NO. 4

AUTHORIZING THE COMPANY FOR INCREASING THE FPI/FII AND NRI SHAREHOLDING LIMITS UNDER FOREIGN EXCHANGE MANAGEMENT ACT, 1999.

The members of the Company in the Annual General Meeting held on 18th August, 2007 had approved the investment limit by Foreign Institutional Investors ("FIIs") up to 50% (fifty percent) of the [paid-up equity capital of the Company (on a fully diluted basis)].

As per the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 framed under Foreign Exchange Management Act, 1999, aggregate investment by Foreign Portfolio Investors ("FPIs") (including FIIs) in a company is permitted up to 24% (twenty four per cent) on a fully diluted basis, which can be increased up to the sectoral cap, as applicable in the relevant sector, with the approval of the board of directors of the company by way of a resolution, and the members of the company by way of a Special Resolution. Since the Company is engaged in the entertainment and media sector where 100% (one hundred per cent) foreign investment is permitted, aggregate investment by FPIs (including FIIs) in the Company, is also permitted up to 100% (one hundred per cent) of the paid up capital of the Company (on a fully diluted basis). Further, aggregate investment by Non Resident Indians ("NRIs") in a company is permitted up to 10% (ten per cent) of the paid up capital of the company (on a fully diluted basis) which can be increased up to 24% (twenty four per cent) of the paid up capital of the Company (on a fully diluted basis), with the approval of the members of the company by way of a Special Resolution.

The Board in the meeting held on 4th May, 2018 recommended, subject to the approval of the Members, to increase the aggregate investment limit in respect of (i) FPIs (including FIIs) to 74% (seventy four per cent) of the paid up capital of the Company (on a fully diluted basis), and (ii) NRIs to 24% (twenty four per cent) of the paid up capital of the Company (on a fully diluted basis). In view of the above, approval of the Members of the Company by way of Special Resolution is sought for increasing the aggregate investment limit for FPIs (including FIIs) and NRIs in the aforesaid manner.

Your Directors recommend the above **Special Resolution** for your approval.

None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested in the resolution.

ITEM NO. 5

Re-appointment of Mr. Ajay Bijli as Chairman cum Managing Director of the Company with effect from 01st April, 2018 for a period of five years and fixation of his remuneration.

The Board of Directors of the Company ("Board") in the meeting held on 4th May, 2018 approved the re-appointment of Mr. Ajay Bijli as Chairman and Managing Director of the Company with effect from 1st April, 2018 for a period of 5 (five) years at a proposed remuneration of Rs. 45,83,300/- (Rupees Forty Five Lacs Eighty Three Thousand Three Hundred) per month plus hike @ 8% of fixed remuneration per annum from Financial Year 2019-20 to Financial Year 2022-23 plus 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) of Mr. Ajay Bijli, does not exceed 5% of the Net Profits of the Company computed under Section 198 of the Act.

Mr. Bijli has been involved since inception of the Company and under his dynamic leadership, there has been paradigm shift in the overall performance of the Company. He is the pioneer of the concept of multiplex cinemas in India and has transformed the Company from a single multiplex to a market leader in the cinema exhibition business operating 134 properties with 625 screens in 51 cities in India. During last 5 years the market capitalisation of the Company has increased by 320% from around Rs. 1,450 Crores on 31st March, 2013 to Rs. 6,100 Crores on 31st March, 2018.

In the last 5 (five) years, the Company has shown strong performance. In addition to the organic growth of the Company, the acquisition of Cinemax and DT Cinemas has resulted into a quantum leap in the size of business operations to be managed by the managerial personnel. Screen growth, increase in staff and footfalls, EBITDA and PAT all indicate that the combined business is significantly larger on these parameters. PVR, along with its subsidiaries has rapidly diversified into a full-fledged entertainment company undertaking film exhibition, distribution and production.

The overall credit for the success and achievements of the Company goes to Mr. Bijli and Mr. Sanjeev Kumar, as under their guidance and dynamic leadership, the Company has witnessed a phenomenal growth. Further the Company has a massive expansion plan in place going forward. Therefore, it is imperative to keep availing the valuable services of Mr. Bijli as Managing Director of the Company to ensure smooth and timely execution of Company's on-going expansion plan, both in India and overseas.

A strategic and innovative thinker, Mr. Ajay Bili was named as the "Young Global Leader" for the year 2007 by the World Economic Forum. In the year 2014, Mr. Ajay Bijli was awarded the 'Most Admired Multiplex Professional of the year', in CMO Asia's Multiplex Excellence Awards and the EY Award for fastest transformation of PVR (Media and Entertainment Company Category). The details of other awards received by Mr. Ajay Bijli, and under his dynamic leadership by PVR, in different years is as under:

YEAR	AWARDS
2015	➤ The Fridays - BW Business world Cinema Exhibition Awards & Conference: • Fastest Growing Chain • Best National Chain • Best Marketing initiatives ➤ PVR awarded as 'The India's most Trusted Cinema Display Brand' in Brand Trust Report of 2015 ➤ Mr. Ajay Bijli was awarded as the 'BUSINESS ICON OF THE YEAR' at International Film Business Awards by Indywood Film Market and ALIIFF in 2015
2016	➤ CNBC TV-18 'Asia Innovator of the Year' at India Business Leader awards, 2016 (IBLA) ➤ Fortune India's Next 500 biggest and best midsize companies ➤ Top 'Multiplex Chain of the Year' at Big Cine Expo 2016 ➤ 'Most Admired Retailer of the year' – Images Retail Awards 2016
2017	➤ 'International Exhibitor of the Year' at Cine Asia Awards 2017, in Hong Kong ➤ 'IMAGES Most Admired Retailer of the Year: Entertainment' at IMAGES Retail Awards 2017 ➤ 'India's top multiplex chain of the year' at Big Cine Expo awards 2017 ➤ 'Exhibitor of the Year' Award at the CineAsia Awards 2017 in Hong Kong

The proposed increase in Mr. Bijli's remuneration is commensurate with the substantial increase in the responsibilities he has been entrusted with in relation to managing the affairs of the Company over the past few years, and the increased efforts and time that he has spent in taking the Company to the position where it is today. Further, the proposed increase in Mr. Bijli's remuneration is also in line with the findings of the Benchmarking Report that the Company has obtained from AON Hewitt, a reputed consulting firm. As per

the AON Hewitt Report, the annual increments in fixed salary, for the benchmarked company CEO's, ranges between 7% and 9%. In light of this, an annual increment of 8% in Mr. Bijli's fixed remuneration has been proposed.

Details and particulars of Mr. Ajay Bijli, as required to be disclosed in terms of the Secretarial Standards on General Meetings and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given below:

S. No.	Information Type	Details
1.	Age	51
2.	Qualification	B.Com from Delhi University; and completed the Owners president program at Harvard Business School
3.	Experience	22 Years
4.	Remuneration last drawn	Rs. 3,24,90,000 (Rupees Three Crore Twenty Four Lakh and Ninety Thousand) per annum and incentive by way of commission @ 2.5% of the net profit of the Company
5.	Date of first appointment on the Board of the Company	Since inception
6.	Shareholding in the Company	54,10,298 equity shares
7.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
8.	Number of Meetings of the Board attended during the year	6
9.	List of outside directorships	PVR Pictures Limited, Zea Maize Private Limited, Priya Exhibitors Private Limited, ATC Carriers Private Limited, Kriros Private Limited, PVR Pictures International PTE. LTD. and iPIC Entertainment INC
10.	Membership/ chairmanship of committees of the Company	Corporate Social Responsibility Committee (Chairman & Member), Nomination & Remuneration Committee (Member) and Stakeholder Relationship Committee(Member)
11.	Membership/ chairmanship of committees of other companies: PVR Pictures Limited	Audit Committee (Member) and Nomination & Remuneration Committee (Member)

Keeping in view his contribution for the overall growth of the Company and in order to continue to avail the valuable services of Mr. Ajay Bijli as Chairman cum Managing Director of the Company, the Nomination & Remuneration Committee in its meeting held on 4th May, 2018 recommended to the Board and the Board in its meeting held on 4th May, 2018, approved the re-appointment of Mr. Ajay Bijli as Chairman cum Managing Director of the Company for a period of 5 (five) years effective from 1st April, 2018 on *inter alia*, the following terms and conditions, which are in addition to the terms and conditions including remuneration as per details given in the resolution at item no. 5 above:

- (i) **Duties** - During the period of appointment as the Chairman cum Managing Director of the Company, Mr. Ajay Bijli shall (a) Directly and solely report to the Board; (b) Have duties, responsibilities and authority that are customarily associated with his position; (c) perform, observe and conform to such orders and instructions as may from time to time be reasonably given or communicated to him by the Board; (d) devote his whole time and attention to the business of the Company on a regular and professional basis; (e) use his best endeavors in carrying out the objects of the Company diligently; faithfully serve the Company; protect and promote its interests in all things to the best of his ability and judgment, and use his best endeavors to further its interests and increase its business.
- (ii) **Sitting Fees** - So long as Mr. Bijli functions as the Chairman cum Managing Director of the Company, he shall not be paid any sitting fees for attending the meetings of the Board or the committees thereof.
- (iii) **Reimbursement Of Expenses** - Subject to Company's policy regarding the reimbursement and non-reimbursement of expenses, the Company shall reimburse Mr. Bijli for the business expenses that may be incurred by him, including but not limited to entertainment, travelling and similar expenses, by virtue of him being the Chairman cum Managing Director of the Company, and Mr. Bijli shall account to the Company for such expenses.
- (iv) **Other customary terms** - The employment of Mr. Bijli as the Chairman cum Managing Director shall be subject to other customary terms and conditions.

The proposed re-appointment of Mr. Ajay Bijli is in accordance with Schedule V to the Companies Act, 2013 for which the approval of the Members of the Company is sought.

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

None of the Directors (except Mr. Ajay Bijli), 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.

Mr. Ajay Bijli being interested will not participate in voting.

ITEM NO. 6

Re-appointment of Mr. Sanjeev Kumar as Joint Managing Director of the Company effective from 01st April, 2018 for a period of five years and fixation of his remuneration.

The Board of Directors of the Company ("Board") in the meeting held on 4th May, 2018 approved the re-appointment of Mr. Sanjeev Kumar as Joint Managing Director of the Company with effect from 1st April, 2018 for a period of 5 (five) years at a proposed remuneration of Rs 31,66,600 (Rupees Thirty One Lacs Sixty Six Thousand and Six Hundred) per month plus hike @ 8% of fixed remuneration from Financial Year 2019-20 to Financial Year 2022-23 plus 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) of Mr. Sanjeev Kumar, does not exceed 5% of the Net Profits of the Company computed under Section 198 of the Act.

Mr. Kumar has been associated with the Company since its inception. He has been actively involved with the growth strategy of the Company and plays a vital role in business development. He is entrusted with various managerial responsibilities including monitoring of expansion programme of the Company and focusing on organic growth through setting up of new screens. Mr. Kumar actively participates in major corporate decision making in the Company as well as for other PVR Group Companies. Mr. Kumar is entrusted with the responsibility of inter alia film distribution of both Hollywood and Bollywood movies.

During his tenure, Mr. Kumar has been instrumental in setting up relationships of the Company with various Hollywood Studios including Miramax, Newline, IEG and Zee MGM. The distribution of Hollywood movies, through franchise agreements, has generated substantial revenues over the years and is increasing at a steady pace every year. Such revenues are wholly attributable to the vision and business acumen of Mr. Kumar.

In the last 5 (five) years, the Company has shown strong performance. In addition to the organic growth of the Company, the acquisition of Cinemax and DT Cinemas, has resulted into a quantum leap in the size of business operations to be managed by the managerial personnel. Screen growth, increase in staff and footfalls, EBITDA and PAT all indicate that the combined business is significantly larger on these parameters. PVR, along with its subsidiaries has rapidly diversified into a full-fledged entertainment company undertaking film exhibition, distribution and production. The Company is a market leader in the film exhibition industry and currently operates 134 properties with 625 screens in 51 cities in India. During last 5 years the market capitalisation of the Company has increased by 320% from around Rs. 1,450 Crores on 31st March, 2013 to Rs. 6,100 Crores on 31st March, 2018.

The overall credit for the success and achievements of the Company goes to Mr. Ajay Bijli and Mr. Kumar, as under their guidance and dynamic leadership, the Company has witnessed a phenomenal growth. Further the Company has a massive expansion plan in place going forward. Therefore, it is imperative to keep availing the valuable services of Mr. Kumar as the Joint Managing Director of the Company to ensure smooth and timely execution of Company's on-going expansion plan, both in India and overseas.

The proposed increase in Mr. Kumar's remuneration is commensurate with the greater role that he has been performing within the Company over the past several years and a substantial increase in the responsibilities that have been entrusted to him. Further, the proposed increase in Mr. Kumar's remuneration is also in line with the findings of the Benchmarking Report that the Company has obtained from AON Hewitt, a reputed consulting firm. As per the AON Hewitt Report, the annual increments in fixed salary, for the benchmarked company CEO's, ranges between 7% and 9%. In light of this, an annual increment of 8% in Mr. Kumar's fixed remuneration has been proposed.

Details and particulars of Mr. Sanjeev Kumar, as required to be disclosed in terms of the Secretarial Standards on General Meetings and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given below:

S. No.	Information Type	Details
1.	Age	45
2.	Qualification	Masters degree in Business Administration from University of London
3.	Experience	16 years
4.	Remuneration last drawn	Rs. 2,25,00,000 (Rupees Two Crore and Twenty Five Lacs) per annum and incentive by way of commission @ 2.5% of the net profit of the Company
5.	Date of first appointment on the Board of the Company	Since inception
6.	Shareholding in the Company	37,28,892 equity shares
7.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
8.	Number of Meetings of the Board attended during the year	7

9.	List of outside directorships	PVR Pictures Limited, Zea Maize Private Limited and Priya Exhibitors Private Limited
10.	Membership/ chairmanship of committees of the Company	Corporate Social Responsibility Committee (Member) and Stakeholder Relationship Committee (Member)
11.	Membership/ chairmanship of committees of other companies.	NIL

In view of the valuable contribution of Mr. Sanjeev Kumar for the growth of the Company and in order to continue to avail the valuable services of Mr. Sanjeev Kumar as Joint Managing Director of the Company, the Nomination & Remuneration Committee in its meeting held on 4th May, 2018 recommended to the Board and the Board in its meeting held on 4th May, 2018, approved the re-appointment of Mr. Sanjeev Kumar as Joint Managing Director of the Company for a period of 5 (five) years effective from 1st April, 2018 on, *inter alia*, the following terms and conditions including remuneration as per details given in the resolution at item no. 6 above.

- (i) **Duties** - During the period of appointment as the Joint Managing Director of the Company, Mr. Sanjeev Kumar shall: (a) Directly and solely report to the Board; (b) Have duties, responsibilities and authority that are customarily associated with his position; (c) perform, observe and conform to such orders and instructions as may from time to time be reasonably given or communicated to him by the Board; (d) perform, observe and conform to such orders and instructions as may from time to time be reasonably given or communicated to him by the Board; (e) devote his whole time and attention to the business of the Company on a regular and professional basis; (f) use his best endeavors in carrying out the objects of the Company diligently; faithfully serve the Company; protect and promote its interests in all things to the best of his ability and judgment, and use his best endeavors to further its interests and increase its business.
- (ii) **Sitting Fees** - So long as Mr. Kumar functions as the Joint Managing Director of the Company, he shall not be paid any sitting fees for attending the meetings of the Board or the committees thereof.
- (iii) **Reimbursement Of Expenses** - Subject to Company's policy regarding the reimbursement and non-reimbursement of expenses, the Company shall reimburse Mr. Kumar for the business expenses that may be incurred by him, including but not limited to entertainment, travelling and similar expenses, by virtue of him being the Joint Managing Director of the Company, and Mr. Kumar shall account to the Company for such expenses.
- (iv) **Other customary terms** - The employment of the Mr. Kumar as the Joint Managing Director shall be subject to other customary terms and conditions.

The proposed re-appointment of Mr. Sanjeev Kumar is in accordance with Schedule V to the Companies Act, 2013 for which the approval of the Members of the Company is sought.

The Board recommends the resolution as set out at item No. 6 for your approval.

None of the Directors (except 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.

Mr. Sanjeev Kumar being interested will not participate in voting.

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

**Place: Gurugram
Date: 4th May, 2018**

**Pankaj Dhawan
Company Secretary**

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PVR Limited

Registered Office: 61, Basant Lok, Vasant Vihar, New Delhi - 110057

Tel. No. +91-11-47604302; Fax : +91-124-4708101

CIN: L74899DL1995PLC067827; Website: www.pvrcinemas.com;

E-mail: manish.mehta@pvrcinemas.com

POSTAL BALLOT FORM

(Please read the instructions given below before exercising your vote)

Serial No.....

1. Name(s) of Member(s):
2. Name & Registered address of the Sole/ First:
Named Member/ Beneficial Owner (in block
Letters)
3. Name of the joint Members(s), if any:
4. I. Registered Folio No.:
II. A) DP ID No.*:
b) Client ID No.* :
(*Applicable to investors holding shares
In dematerialized form)
5. Number of shares held:
6. I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 4th May, 2018 by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Authorizing the board of directors of the Company to borrow funds in excess of aggregate of the company's paid up share capital, free reserves and securities premium (apart from temporary loans obtained from company's bankers in the ordinary course of business), for an amount not exceeding Rs. 2,000 Crores.			
2.	Authorizing the board of directors of the Company to mortgage or create a charge, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, for an amount not exceeding Rs. 2,000 Crores.			

3.	Authorizing the board of directors of the Company to make offer(s) or invitation for subscription of non-convertible debentures on private placement for an aggregate amount not exceeding Rs. 1,000 Crores.			
4.	Increasing the FPI/FII and NRI shareholding limit up to 74% and 24% respectively under Foreign Exchange Management Act, 1999.			
5.	Re-appointment of Mr. Ajay Bijli as Chairman & Managing Director for a period of 5 years, effective from 1 st April, 2018.			
6.	Re-appointment of Mr. Sanjeev Kumar as Joint Managing Director for a period of 5 years, effective from 1 st April, 2018.			

Place:

Date:

(Signature of the Member/ Beneficial Owner)

Note: Last date for receipt of Postal Ballot Forms by the Scrutinizer is 3rd July, 2018.

Particulars for Electronic Voting

Members opting to vote through e-voting, instead of voting through the physical Postal Ballot, may access the e-voting facility through the web link: <https://evoting.karvy.com>.

The particulars for e-voting are as under:

EVENT(E-Voting Event Number)	USER ID	PASSWORD/PIN
3767		

The voting will not be allowed beyond 5:00 p.m. (IST) on 3rd July, 2018 and the e-voting shall be disabled by Karvy upon expiry of the aforesaid date and time.

Note: Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the resolutions contained in the Postal Ballot Notice dated 4th May, 2018 is being determined through Postal Ballot including facility of e-voting through the platform provided by Karvy Computershare Private Limited ("Karvy"), which is the agency whose services the Company has engaged for providing e-voting facility.
2. The Board of Directors has appointed Mr. Arun Gupta, Sole Proprietor, M/s Arun Gupta and Associates, ACS No. 21227, CP No. 8003 as the Scrutinizer for the purpose of conducting business through Postal Ballot including e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
3. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it directly to the Scrutinizer in the attached preprinted self-addressed postage pre-paid business reply envelope. No postage is required to be paid by the Member as a pre-paid self-addressed postage envelope is enclosed. A business reply envelope containing the Postal Ballots Forms, if deposited with the Company in person or, if sent by courier/ registered post at the expense of the registered Member, shall also be accepted by the Company.
4. A (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballot Forms will be rejected. Tick in both the boxes would render your Postal Ballot Form invalid. Please note that (X) mark or any other mark other than (✓) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. on 3rd July, 2018. Please note that any response received from the Members after 5:00 p.m. on 3rd July, 2018 shall be treated as if no response has come from the Member in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014. Accordingly, Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/beneficial owner as on 18th May, 2018, which is the cut-off date.
7. A Member may request for a duplicate Postal Ballot Form, if so required, from Karvy having its address at : Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Phone No. 040 – 67162222 and e-mail id: shobha.anand@karvy.com. However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Item (5) above.
8. Any unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Postal Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour of or against the resolutions or if the signature cannot be verified.
9. A Postal Ballot Form received from a Member shall be considered invalid if (a) it is not in the form issued by the Company as stated above, (b) the signature on the Postal Ballot Form does not match the specimen signatures with the Company, (c) it is not possible to determine without any doubt the assent or dissent of the Member, (d) neither assent nor dissent is mentioned, (e) any competent authority has given instructions in writing to the Company to freeze the voting rights of that Member,

- (f) the Postal Ballot Form signed in a representative capacity, is not accompanied by the certified copy of the relevant specific authority, (g) it is received from a Member who is in arrear of payment of calls, and (h) the Member has made any amendment to the resolution or imposed any condition while exercising his vote.
10. A Postal Ballot Form which is otherwise complete in all respects and is submitted to the Scrutinizer by 5:00 p.m. on 3rd July, 2018, but is undated shall be considered valid.
 11. The Scrutinizer will submit his report to the Chairman of the Company upon completion of scrutiny of the votes received through the e-voting platform and physical Postal Ballot Forms, not later than 3rd July, 2018.
 12. The Chairman, or any person so authorized by him, shall announce the results of the Postal Ballot at 4:00 P.M. on or before Friday, 06th July, 2018 at the Registered Office of the Company, at 61, Basant Lok, Vasant Vihar, New Delhi – 110057 and the results shall also be displayed on the notice board at the Registered Office and Head / Corporate Office of the Company. Subsequently, the results of the Postal Ballot shall be placed, along with the Scrutinizer's report, on the Company's website www.pvr cinemas.com and also communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot shall also be placed on the website of Karvy.
 13. The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of voting i.e. 3rd July, 2018.
 14. This Postal Ballot Form should be completed and signed by the Member as per the specimen signatures registered with the Company. In case of joint holdings, this Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by first named Member and in his absence, by the next named joint holder. In case the Postal Ballot Form is signed by persons other than individual Members, this form should be signed by an authorized signatory whose signature is already registered with the Company/Depository Participant.
 15. In case of shares held by companies, trusts, societies etc., duly completed Postal Ballot Form(s) should also be accompanied by a certified copy of the board resolution/ any other authorizing letter or document, together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
 16. Members are requested not to send any paper (other than resolution/authorization as mentioned above) along with the Postal Ballot Form in the self-addressed envelope enclosed. If any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and would be destroyed.
 17. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
 18. The Postal Ballot shall not be exercised by a proxy.
 19. Any unsigned Postal Ballot Forms will be rejected.
 20. The Scrutinizer's decision on the validity of the Postal Ballot and other related matters shall be final.