



PVR LIMITED

Registered Office: - 61, Basant Lok, Vasant Vihar, New Delhi – 110 057

Tel : +91 1244708100, Fax : +91 1244708101

Web : www.pvrcinemas.com, Email ID: investorrelations@pvrcinemas.com

CIN: L74899DL1995PLC067827

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that the resolutions as set out at Item No. 1 is proposed to be passed through Postal Ballot under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 and the Companies (Management and Administration) Rules, 2014 to the extent applicable for the purpose of:

1. Payment of remuneration to the Independent Directors not exceeding one percentage of the Net Profits of the Company for the Financial Year 2013-14 and onwards.

The Company seeks member's consent for the proposals contained in the resolutions appended below. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013, setting out all material facts and reasons thereof pertaining to the resolutions is annexed hereto along with a Postal Ballot Form for your consideration.

The Company has appointed Arun Gupta, a practicing Company Secretary based in New Delhi as Scrutinizer for conducting the voting through Postal Ballot in a fair and transparent manner.

The Company is also providing e-voting facility to the members whether or not registered with the Company with their email ids. Please read and follow the instructions on E-voting enumerated in notes to this notice.

The Scrutinizer will submit the Report to the Chairman of the Company after completion of the scrutiny and the result of the Postal Ballot will be announced on Friday, 23rd May, 2014 at the Registered Office of the Company.

You are requested to carefully read the instructions printed on the Postal Ballot form (no other Form or Photocopy thereof is permitted) and return the said form duly completed in all respects in the enclosed self addressed business reply envelope so as to reach the Scrutinizer on or before the close of working hours on Wednesday, 21st May, 2014. Please note that any Postal Ballot Form received after the said date will be treated as not having been received.

In the event the proposed resolutions as set out herein below are assented to by a requisite majority of members by means of Postal Ballot, they shall be deemed to be passed.

SPECIAL BUSINESS:

ITEM NO.1.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 197 and 198 read with other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any Statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Memorandum & Articles of Association of the Company, and subject to such other approvals, as may be necessary and subject to such modifications as may be prescribed while granting such approvals, which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the payment of commission to its Independent Directors not exceeding one percentage of the Net Profits of the Company with effect from Financial Year 2013-14 and in each financial years thereafter.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized 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."

For PVR Limited
-Sd-
N. C. Gupta
Company Secretary

Place: Gurgaon,
Date: 9.04.2014

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. Voting rights of each member shall be reckoned as on the cut off date which is 4th April, 2014 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
3. The Postal Ballot Form and the self addressed business reply envelope are enclosed for the use of members.
4. Members who wish to be present at the time of declaration of the result may do so.
5. The result of the Postal Ballot will also be posted on the Company's web site www.pvrcinemas.com besides its communication to the Stock Exchanges where the Company's shares are listed.
6. All the relevant documents are available for inspection by Members at the Registered/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 Scrutinizer i.e. 21st May, 2014.
7. 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 form. E-voting is optional and for those members who have got their email id registered with the RTA.

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

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

User – ID	For Members holding shares in Demat Form:- a) For NSDI :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is sent via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. **1-800-34-54-001** for any further clarifications.
- iv) Members can cast their vote online from 21/04/2014 @ 9.00 AM to 21/05/2014 @ 5.00 PM
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to aruncs.gupta@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

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

ITEM NO. 1

Payment of commission to the Independent Directors of the company not exceeding 1% of the Net Profits of the Company from Financial Year 2013-14 and in each Financial Year thereafter.

Under the new Companies Act 2013, the role & functions and responsibilities of the Independent Directors have been increased manifold. Under the provisions of the new Companies Act 2013, it is necessary for the Independent Directors to devote sufficient time and attention to their professional obligations for informed and balanced decision making, assist the Company in implementing the best Corporate Governance practices etc. The Independent Directors, inter alia, shall help in bringing an independent judgment on Board's deliberation especially on the issues of strategy, performance, risk management, resources, key appointments and standards of conduct etc.

Further pursuant to Section 197 of the Companies Act, 2013, the Company can remunerate its independent directors by way of commission which shall not exceed one percentage of the Net Profits of the Company, subject to the prior approval by the members of the Company in such a manner as is decided by the Board of the Directors of the Company.

Except independent directors of the company, no other director / key managerial personnel is interested in this Resolution.

The Board of Directors of your Company recommends the Resolution for your approval.

For PVR Limited
-Sd-
N. C. Gupta
Company Secretary

Place: Gurgaon,
Date: 9.04.2014



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, Gurgaon – 122 002
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CIN: L74899DL1995PLC067827

POSTAL BALLOT FORM

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

BALLOT NO :

1. Name & Registered Address of the Sole / first named :
Member

2. Name(s) of the Joint Holder(s), (if any) :

3. Registered Folio Number/ DP ID No./Client ID No. * :
*(Applicable to investors holding Shares in dematerialized form)

4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the notice of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sl.No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Approval for payment of remuneration to the Independent Directors of the Company which shall not exceed one percentage of the Net Profits of the Company from Financial Year 2013-14 and in each Financial Years thereafter.			

Place :

Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User Id	Password/PIN

Instructions:

1. A member desiring to exercise his vote through Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be born and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or if sent by courier at the expenses of the member will also be accepted.
2. The self-addressed business reply envelope is addressed to the Scrutinizer appointed by the Board of Directors of the Company.
3. Please convey your assent/dissent in this Postal Ballot Form only. The consent or otherwise received in any other Form shall not be considered valid.
4. This Postal Ballot form should be completed and signed by the member. In case of joint holding, this form should be completed and signed as per the specimen signature registered with the Company/Depository Participant by the first named member and in his absence, by the next named joint holder.
5. Incomplete, unsigned and incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by body corporate/trust, the duly completed postal ballot form should be accompanied by a certified true copy of the Board resolution/authorization together with the attested specimen signature of the authorised signatories.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the cutoff date which is 4th April, 2014. A member need not use all his votes nor cast all his votes in the same way.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 21st May 2014. Any Postal Ballot Form received after this date will be strictly treated as if no reply from the member has been received.
9. Members are requested not to send any other paper (other than Board Resolution/Authority as mentioned in the item no. 6 above) along with the Postal Ballot Form in the enclosed self addressed business reply envelopes addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.