



PVR LIMITED

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

Corporate Office: Block A, 4th Floor, Building No. 9, DLF Cyber City, Phase III, Gurgaon – 122 002

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Website- pvr cinemas.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 Number 1 is proposed to be passed by special resolution through Postal Ballot under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for the purpose of:

1. 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 the provisions of Section 42 of the Companies Act 2013 read with the Companies (Prospectus and allotment of Securities) Rules 2014.

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 Mr. 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. 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 Monday, 29th December, 2014 at the Registered Office of the Company.

You are requested to carefully read the instructions printed on the Postal Ballot form 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 Friday, 26th December 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 not less than three times the number of the votes if any cast against the resolution by members by means of Postal Ballot and/or E-Voting, 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 Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 42, Section 71, Section 102 and Section 114 of the Companies Act 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and 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 to the Board of the Directors of the Company to make offer(s) or invitation(s) for subscription of Non Convertible Debentures for an amount not exceeding Rs. 500 Crores on private placement through issue of a private placement offer letter on such terms and conditions and to such person(s) as the Board deems fit”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof 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 deemed necessary, proper or desirable, including appointment of intermediaries including to appoint arranger for the NCD, Law Firm(s) / Legal expert(s), Registrar & Share Transfer Agent, Depositories i.e. NSDL / CDSL, Trustee(s), Bankers and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director, Company Secretary or Sr. VP - Secretarial 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 working Directors, Company Secretary and Sr. V.P-Secretarial of the Company be and are hereby severally authorized to apply for the listing and trading of the NCD on the stock exchanges and to do all such acts and deeds as they consider necessary and expedient in the matter. “

Place : Gurgaon, Haryana

Date : 31st October, 2014

For PVR Limited

-sd/-

N C Gupta

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. Voting rights of each member shall be reckoned as on the cut off date which is 20th November 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.pvr cinemas.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 AM TO 1.00 PM on any working day, till the last date of submission of Postal Ballot Form with Scrutinizer i.e. 26th December 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 NSDL :- 8 Character DP ID followed by 8 Digits Client ID b. For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • <u>Event no.</u> 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 27/11/2014 @ 9.00 A.M. to 26/12/2014 @ 6.00 P.M.
- 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 /Fls/Flls/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

It is proposed to issue fresh Non-Convertible Debentures for an additional sum not exceeding Rs. 500 Crores to meet the requirements of funds for inorganic growth opportunities, for capital expenditures, to re-finance the high cost borrowings, and for corporate and all other business needs of the company.

Raising funds through issue of fresh Non-Convertible Debentures for a further sum not exceeding Rs. 500 Crores will result into borrowed money exceeding the aggregate of company's paid up share capital and free reserves.

Pursuant to the provisions of Section 42 of the Companies Act, 2013 read with Rule No. 14 of the Companies (Prospectus and allotment of Securities) Rules 2014, the Company can make a private placement of its securities provided the proposed offer of securities has been previously approved by the shareholders of the Company, by a Special Resolution.

Approval of the members of the Company is sought to authorize the Company and the Board of Directors for the issue and allotment of fresh Non-Convertible Debentures for a sum not exceeding Rs. 500 Crores and to do all such incidental acts and deeds to implement the above special resolution.

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.

Place : Gurgaon, Haryana
Date : 31st October, 2014

For PVR Limited

-sd/-
N C Gupta
Company Secretary