Notice of the Extra-Ordinary General Meeting

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **PVR LIMITED** will be held on Friday**, the 10th day of July, 2015** at **10.30 A.M**., at **Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038**, to transact the following business:

SPECIAL BUSINESS:

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

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

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

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

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

RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the Company to the allottee in dematerialised form, however, where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority or

the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

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

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

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

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

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

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

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

1. The equity shares to be offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company in all respects.
2. The Relevant Date within the meaning of the Explanation to Regulation 71 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, shall be 10th June 2015.
3. The equity shares to be allotted shall rank pari passu with the existing equity shares of the Company in all respects.

4. The equity shares to be allotted shall be locked-in, if required, as per Regulation 78 of the Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

5. Full consideration in respect of equity shares shall be paid by the allottee at the time of allotment of such shares.

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

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

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

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

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

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

"**RESOLVED THAT** pursuant to Sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board thereto), Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, Reserve Bank of India, Securities and Exchange Board of India other appropriate authority or institution and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent and approval of the members of the Company be and is hereby given to the Board of Directors of the Company to create, offer, issue, and allot in one or more tranches to M/s Plenty Private Equity Fund I Limited, an overseas non promoter fund, having PAN No. AAHCP9334N up to a maximum of 41,19,762 (Forty One Lakhs Nineteen Thousand Seven Hundred and Sixty Two only) equity shares of Rs.10/- (Rupees Ten) each for cash at a price of Rs. 700/- (Rupees Seven Hundred) per equity share i.e. including a premium of Rs. 690/- (Rupees Six Hundred Ninety) per equity share, aggregating to Rs. 2,88,38,33,400/- (Rupees Two Hundred and Eighty Eight Crore Thirty Eight Lakh Thirty Three Thousand Four Hundred) or at such a price to be determined as per Regulation 76 of Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, whichever is higher, on preferential issue basis and on such further terms and conditions, including payment of monies as may be approved or finalised by the Board of Directors.

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

along with such terms and conditions, as the Board of Directors considers appropriate subject to the following:

1. The equity shares to be offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company in all respects.

2. The Relevant Date within the meaning of the Explanation to Regulation 71 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, shall be 10th June 2015.

3. The equity shares to be allotted shall rank pari passu with the existing equity shares of the Company in all respects.

4. The equity shares to be allotted shall be locked-in, if required, as per Regulation 78 of the Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

5. So long as the allottee holds at least 7.5% of the equity shares of the Company, the allottee shall have the right to nominate one director on the Board of Directors of the Company;

6. Full consideration in respect of equity shares shall be paid by the allottee at the time of allotment of such shares.

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

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

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

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

Item No. 4 - To approve payment of remuneration to Mr. Ajay Bijli, Chairman cum Managing Director 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 Section 197 and Schedule V and other applicable provisions & rules, if any, of the Companies Act 2013 and subject to the approval as may be required from the Central Government, the consent of the Company be and is hereby accorded to pay the remuneration to Mr. Ajay Bijli, Chairman cum Managing Director from 1st April 2014 to 23rd July 2018 as per details given below:

a. Remuneration

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

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 suffers losses or its profits are inadequate, the aforesaid remuneration be deemed as minimum remuneration, subject to the approval of the Central Government, if and to the extent necessary and applicable, not withstanding that the same is in excess of the maximum remuneration permitted to be paid to him under the applicable provisions of the Act for the time being and from time to time in force.

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

Item No. 5 - To approve payment of remuneration to Mr. Sanjeev Kumar, Joint Managing Director 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 Section 197 and Schedule V and other applicable provisions & rules, if any, of the Companies Act 2013 and subject to the approval as may be required from the Central Government, the Consent of the Company be and is hereby accorded to pay the remuneration to Mr. Sanjeev Kumar, Joint Managing Director from 1st April, 2014 to 23rd July, 2018 as per details given below:

a. Remuneration

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

B. Perquisites in addition to the above:

(iv) Company's contribution towards provident fund and superannuation fund as per rules of the company.

(v) Gratuity – as per rules of the company

(vi) Car – provision of chauffeur driven cars for the business of the company.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Sanjeev Kumar as Joint Managing Director, the Company suffers losses or its profits are inadequate, the aforesaid remuneration be deemed as minimum remuneration, subject to the approval of the Central Government, if and to the extent necessary and applicable, not withstanding that the same is in excess of the maximum remuneration permitted to be paid to him under the applicable provisions of the Act for the time being and from time to time in force.

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

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

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

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

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

By Order of the Board of Directors

Registered Office:
61, Basant Lok, Vasant Vihar
New Delhi – 110057
Place: Gurgaon
Date: 12-06-2015

Sd/-
Pankaj Dhawan
Sr. VP -Secretarial

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting (i.e. on or before **July 8, 2015)** at the registered office of the Company.
3. A statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 73 of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 in respect of special business items is annexed hereto.
4. All documents referred to in the Notice and the Statement shall be open for inspection at the registered office of the Company during normal business hours (10 am to 6 pm) on all working days between Monday and Friday of every week, up to and including the date of the Extraordinary General Meeting of the Company.
5. Shareholders shall have 1 vote per share as shown against their holding.

   Process and manner for members opting for e-voting are as under:

6. The Company is offering remote e-voting facility to its members enabling them to cast their votes electronically. The Company has signed an agreement with M/s Karvy Computershare Private Limited for facilitating remote e-voting to enable the shareholders to cast their votes electronically pursuant to Rule 20 of Companies (Management and Administration) Rules, 2014. Remote e-voting is optional. The instructions for remote e-voting are as under:

   A. In case a member receives an email from Karvy Computershare Private Limited (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. 03rd July, 2015 may cast their vote electronically.

      III. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialised form as on 05th June, 2015, have been considered. Members who have acquired shares after the despatch of the Notice and before the Cut Off Date may approach the Company/Karvy for issuance of the User ID and Password for exercising their right to vote by electronic means.

      IV. Enter the login credentials (i.e., User ID and password mentioned in your email/Extra ordinary General Meeting Notice). 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. (EVENT) followed by Folio No. registered with the Company.

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

      V. After entering these details appropriately, click on "LOGIN".

      VI. 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.

      VII. You need to login again with the new credentials.

      VIII. On successful login, the system will prompt you to select the "EVENT" i.e., PVR Limited.

IX. 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.

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 Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: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."

B. **In case of Members receiving EGM Notice by Post:**

I. User ID and initial password as provided in the EGM Notice Form.

II. Please follow all steps from Sr.No. I to X as mentioned in (A) above, to cast your vote.

7. The e-voting period commences **on Tuesday, the 07th day of July, 2015 at 9.00 A.M. and ends on Thursday the 09th day of July, 2015 at 5.00 P.M.** In case of any query pertaining to evoting, please visit Help & FAQ's section of Karvy e-voting website.

8. Kindly note that the shareholders can opt only one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physically also and vice versa. However, in case shareholders cast their vote physically and e-voting, then voting done through e-voting will prevail and voting done physically will be treated as invalid. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

9. The Board of Directors have appointed Mr. Arun Gupta of M/s Arun Gupta & Associates, a Company Secretary in practice as a Scrutinizer ("**Scrutinizer**") to process the e-voting and submit a report to the Chairman.

10. Mr. N.C. Gupta, Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this Extra-Ordinary General Meeting including e-voting. His contact details areEmail:nc.gupta@pvrcinemas.com, Phone Nos.0124-4708100.

11. The members may download a copy of the notice of this meeting and the results declared along with the Scrutinizer's Report from the website of the Company (www.pvrcinemas.com) or from https://evoting.karvy.com.

12. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

13. The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the e-voting period, unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Extraordinary General Meeting.

STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 73 OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENT) REGULATIONS, 2009.

ITEM NOS. 1 to 3:

Pursuant to the provisions of Section 42 and 62 of the Companies Act, 2013, (the "**Act**"), it is necessary to obtain approval of the members of the Company by way of passing of the special resolution, for offer, issue and allotment of further shares to any person, other than members of the Company, on a preferential issue basis. Therefore, the special resolutions as set out at Item nos. 1 to 3 relate to the proposal by the Company to offer, issue and allot up to 50,00,000 equity shares of Face Value of Rs. 10 each at Rs 700/- (Rupees Seven Hundred) per share for cash i.e. including a share premium of Rs. 690/- (Rupees Six Hundred and Ninety) per share or at a price to be determined as per Chapter VII of SEBI (ICDR) Regulations, 2009 ("**SEBI ICDR Regulations**"), whichever is higher to:

(1) M/s Plenty CI Fund 1 Limited – 4,33,143 equity shares

(2) M/s Multiples Private Equity Fund II LLP – 4,47,095 equity shares

(3) M/s Plenty Private Equity Fund I Limited – 41,19,762 equity shares

on preferential issue basis, in accordance with provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, subject to the passing of a special resolution under the applicable provisions of the Companies Act, 2013.

The information required to be given in the notice calling Extra-Ordinary General Meeting pursuant to the SEBI ICDR Regulations is as under:

a) **Object of the issue**: The Company intends to raise equity funds up to Rs. 350,00,00,000 (Rupees Three Hundred and Fifty Crores) through issue of equity shares on preferential issue basis for the purpose of funding the proposed acquisition of the cinema exhibition business of DLF Utilities Limited, which is operated under the brand name of "DT Cinemas" and may also utilise the said funds for capital expenditures, redemption of debts or any other general corporate purposes.

b) **Intention of promoters / directors / key management personnel to subscribe to the offer:** Promoters / directors / key management personnel of the Company are not intending to participate/subscribe to the present offer.

c) **Shareholding pattern of the Company before and after the issue of shares involved in the present resolution is as below:**

	Pre Issue Shareholding Pattern		**Post Issue Shareholding Pattern**	
	No. of Shares	% shareholding	No. of shares	% shareholding
Promoter / Promoters Group	12255260	29.49	12255260	26.33
Mutual Funds	3656506	8.80	3656506	7.85
FIIs	6590250	15.86	6590250	14.16
Bodies Corporate	1562953	3.76	2010048	4.32
Individuals	2632263	6.33	2632263	5.65
NRIs	611105	1.47	611105	1.31
Foreign bodies	11453955	27.56	16006860	34.39
Foreign Portfolio Investors	2701138	6.50	2701138	5.80
Trusts	115	0.00	115	0.00
Clearing Members	16160	0.03	16160	0.03
Banks	5541	0.01	5541	0.01
HUF	63442	0.15	63442	0.14
TOTAL	**41548688**	**100%**	**46548688**	**100%**

d) **Proposed time within which preferential issue of equity shares shall be complete:** The Company will complete the issue and allotment of equity shares within a period of 15 (fifteen) days from the date of passing of the resolutions by the shareholders or when the allotment on preferential issue basis requires any approval by any regulatory authority like stock exchanges or Central Government or any statutory body, the allotment of shares will be completed within 15 (fifteen) days from the date of such approvals.

e) **The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or artificial persons who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

S. No.	Name of the proposed allottee	Present Holding	% to Pre-Issue Capital	Present Issue	% to Post Issue Capital
1	Plenty CI Fund I Limited	Nil	Nil	433143	0.93
2	Multiples Private Equity Fund II LLP	Nil	Nil	447095	0.96
3	Plenty Private Equity I Limited	Nil	Nil	4119762	8.85

f) **Change in control:** There will not be any change in the management control of the Company on account of the proposed preferential allotment of equity shares.

g) **Particulars of the proposed allottees**:

Multiples Private Equity Fund II LLP is a limited liability partnership incorporated in India and has its office at B-3/42, Safdarjung Enclave, New Delhi 110029.

Plenty Private Equity Fund I Limited and Plenty CI Fund I Limited are companies incorporated in Mauritius and have their office at 1st Floor, 78, Saint Jean Road, Quatre-Bornes, Mauritius.

h) **Lock In Requirements:** The equity shares to be allotted on preferential basis shall be subject to lock-in as per the Regulation 78 of the SEBI ICDR Regulations.

i) **Auditors' Certificate:** M/s S.R. Batliboi & Co., LLP, the statutory auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI ICDR Regulations. A copy of the certificate is available for inspection at the registered office of the Company during the business hours.

j) **Issue Price and Relevant Date:** Relevant date for the purpose of the preferential allotment is June 10, 2015 which is the date 30 (thirty) days prior to the date of Extra-ordinary General Meeting i.e. 10th July, 2015 (being the day preceding the weekend/holiday) where this resolution is being considered for approval.

Since the equity shares of the Company have been listed on recognized stock exchanges for a period more than 26 (twenty six) weeks as on the Relevant Date, the minimum issue price shall not be less than the higher of the following:

a) The weighted average of the weekly high and low of the closing prices of the related equity shares of the Company quoted on the recognized stock exchange during the 26 weeks preceding the Relevant Date; or

b) The weighted average of the weekly high and low of the closing prices of the related equity shares of the Company quoted on the recognized stock exchange during the 2 weeks preceding the Relevant Date.

Accordingly, the issue price of Rs. 700 (Rupees Seven Hundred) per equity share, at which the equity shares are proposed to be allotted to the investors will be subject to compliance with the minimum issue price requirement in accordance with Regulation 76 of the ICDR Regulations (such minimum issue price to be determined as of the Relevant Date in terms of the foregoing paragraph).

k) **Pricing and undertaking to re-compute the price:** The Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.

l) **Undertaking to put under lock-in till the re-computed price is paid:** The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottee(s).

m) The Company has not made any preferential issue of securities during the current financial year.

The Board of Directors of the Company in their meeting held on June 12, 2015, have approved the offer, issue and allotment of equity shares on preferential basis to M/s Plenty CI Fund I Limited, Plenty Private Equity Fund I Limited and Multiples Private Equity Fund II LLP, in the manner stated hereinabove.

The Board of Directors recommend the resolutions in Item Nos. 1, 2 and 3 for approval of the members of the Company by way of a special resolution.

None of the directors (except Ms. Renuka Ramnath) or key managerial personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

ITEM NO.4 and 5:

The Board of Directors and Members of the Company in their respective meetings held on 25th June, 2013 and 19th August, 2013 had approved payment of remuneration to Mr. Ajay Bijli, CMD and Mr. Sanjeev Kumar, JMD of the Company for the period of 5 years from 24th July, 2013 to 23rd July, 2018 as per details given in the Item No. 4 and 5.

The Company accordingly paid the approved remuneration to both the said Managerial Personnels during the Financial Year 2014-15. Further, the Net Profits of the Company during the first nine months of Financial Year 2014-15 was adequate to give the approved remuneration to the said working Directors. However, in the last quarter ended 31st March, 2015, due to the reason of weak movie pipeline, IPL and Cricket World Cup, the overall footfall was lower and in anticipation of inadequacy of profits in Financial Year 2014-15, the company had filed applications on 26th February, 2015 and 23rd February, 2015 in prescribed form with Ministry of Corporate Affairs to approve the payment of existing remuneration of Rs. 3.25 Crores per annum to Mr. Ajay Bijli, Chairman cum Managing Director and Rs. 2.25 Crores p.a. to Mr. Sanjeev Kumar, Joint Managing director of the Company for the period 1st April, 2014 to 23rd July, 2018.

The Ministry of Corporate Affairs vide their letters dated 29th May, 2015 have advised the Company to file fresh applications for their approval along with fresh resolutions duly passed by the Board of Directors and members of the Company under the new Companies Act, 2013. The Nomination and Remuneration Committee in the meeting held on 2nd June, 2015 and Board of Directors in the meeting held on 12th June, 2015 approved payment of remuneration of Rs. 3.25 Crores per annum with 2.5% Commission on the net profit of the Company along with applicable perquisites to Mr. Ajay Bijli, Chairman cum Managing Director and of Rs. 2.25 Crores p.a. with 2.5% Commission on the net profit of the Company along with applicable perquisites to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the period 1st April, 2014 to 23rd July, 2018.

None of the directors (except Mr. Ajay Bijli and Mr. Sanjeev Kumar), any other key managerial person(s) of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

ITEM NO.6

The Company has entered into a Share Subscription Agreement ("**SSA**") inter-alia with Plenty Private Equity I Limited, on 12th June 2015, in relation to the offer, issuance and allotment of 41,19,762 equity shares of face value Rs. 10/- (Rupees Ten) each for cash at a price of Rs. 700/- (Rupees Seven Hundred) per share (including a premium of Rs. 690/- per share), on a preferential basis, in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations.

In terms of the provisions of the SSA, as long as Plenty Private Equity Fund I Limited holds 7.5% of the fully diluted equity share capital of the Company, it shall have the right to nominate one director on the board of the Company. Therefore it is necessary to amend the Articles of Association of the Company to incorporate the right of Plenty Private Equity Fund I Limited to nominate one director on the board of the Company.

The Board of Directors recommend the resolution in Item No. 6 for approval of the members of the Company by way of a special resolution.

None of the directors (except Ms. Renuka Ramnath) or any key managerial person(s) of the Company or their relatives are, in any way, concerned or interested in the said resolution.

PVR LIMITED

CIN: L74899DL1995PLC067827

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

Email Id: pankaj.dhawan@pvrcinemas.com, Website: www.pvrcinemas.com,

Tel No.: +91 124 4708100 Fax: +91 124 4708101

Attendance Slip

Folio No.	DP ID No.
No. of Shares	Client ID No.

I/We record my/our presence at the Extra ordinaryl General Meeting of the Company at Mapple Emerald, Rajokri, National Highway-8, New Delhi – 110 038 on Friday, the 10th day of July, 2015 at 10:30 A.M. or at any adjournment thereof.

1. Name of the Member : 1. Mr./Mrs./Miss _____

   And Joint Holder (s) 2. Mr./Mrs./Miss _____

   (In block letters) 3. Mr./Mrs./Miss _____

2. Address : _____

   _____

   _____

3. Name of Proxy : Mr./Mrs./Miss _____

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

PVR LIMITED

CIN: L74899DL1995PLC067827

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

Email Id: pankaj.dhawan@pvrcinemas.com, Website: www.pvrcinemas.com, Tel No.: +91 124 4708100 Fax: +91 124 4708101

FORM NO. MGT - 11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN	**L74899DL1005PLC067827**
Name of the Company	**PVR LIMITED**
Registered Office	61, Basant Lok, Vasant Vihar, New Delhi – 110057
Name of the Member(s)	
Registered Address	
Email Id	
Folio No. / Client Id	
DP ID	

I/We being the Member(s) of _____ shares of the above named company, hereby appoint

1.	Name	
	Address	
	E-mail Id	
	Signature	(or failing him)
2.	Name	
	Address	
	E-mail Id	
	Signature	(or failing him)
3.	Name	
	Address	
	E-mail Id	
	Signature	

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra ordinary General Meeting of the Company to be held on Friday, the 10th day of July, 2015 at 10:30 A.M. at **Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038** and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Matter of Resolution	For	Against
1	Preferential allotment of equity shares of the Company to M/s Plenty CI Fund I Limited.		
2	Preferential allotment of equity shares of the Company to M/s Multiples Private Equity Fund II LLP.		
3	Preferential allotment of equity shares of the Company to M/s Plenty Private Equity Fund I Limited.		
4	To approve payment of remuneration to Mr. Ajay Bijli, Chairman cum Managing Director of the Company.		
5	To approve payment of remuneration to Mr. Sanjeev Kumar, Joint Managing Director of the Company.		
6	Amendment of the Articles of Association of the Company.		

Signed this _____ day of _____ 2015

Revenue Stamp of Re 1/-

Signature of Shareholder_____

Signature of Proxy Holder(s)_____

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting i.e latest by 10.30 A.M on Wednesday, the 08th July, 2015)