

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE is hereby given that the 19th Annual General Meeting of PVR LIMITED will be held at Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038 on Monday, the 29th September 2014 at 10:30 A.M. to transact the following businesses:**

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares for the Financial Year 2013-14.
3. To appoint a Director in place of Mr. Ajay Bijli (DIN 00531142) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sanjeev Kumar (DIN 00208173) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors for a period of 3 years and to fix their remuneration

**SPECIAL BUSINESS**

6. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Sanjay Kapoor an Independent Director (DIN 01973450), who was appointed as an Additional Director of the Company on 31st January, 2014 under Section 161 of the Companies Act, 2013 by the Board of Directors and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sanjay Kapoor for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years.
7. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, Mr. Sanjay Khanna (DIN 02137776), an Independent Director of the Company who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years.
8. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, Mr. Vikram Bakshi (DIN 00189930), an Independent Director of the Company who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years.
9. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, Mr. Sanjai Vohra (DIN 00700879), an Independent Director of the Company who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years.
10. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, Mr. Amit Burman (DIN 00042050), an Independent Director of the Company who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years.
11. 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 20 of the Companies Act 2013 and other applicable provisions, if any, of

the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, director or key managerial personnel of the company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

12. 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 188 and other applicable provisions of the Companies Act 2013, and the Rules made thereunder and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to enter into a Management Services Agreement with PVR BluO Entertainment Limited with effect from 1st October 2014 for a consideration and on the terms and conditions as provided in the agreement.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 (1)(c) and Section 42 and all other applicable provisions of the Companies Act, 2013, including any rules made there under, and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force ("Companies Act, 2013"), and applicable provisions of the Companies Act, 1956, as amended, if any (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), and all the allied rules issued under Companies Act, 2013, as applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), and all other applicable rules, regulations, circulars and guidelines of the Securities and Exchange Board of India ("SEBI"), the Foreign Exchange Management Act, 1999, and rules and regulations made there under, and subject to any other applicable law, rules, regulations, guidelines, notifications and circulars, if any (including any amendment or re-enactment thereto from time to time) issued by the Government of India, the Reserve Bank of India ("RBI"), SEBI or any other competent authority whether in India or abroad, and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company ("Equity Shares") are listed ("Stock Exchanges"), and subject to requisite approvals, consents, permissions and/or sanctions of the lenders of the Company, the Government of India, SEBI, the Stock Exchanges, RBI, and all other competent authorities, institutions or bodies, within or outside India, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed, to include any committee thereof which the Board may have duly constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranche(s) to all eligible qualified institutional buyers within the meaning of the SEBI (ICDR) Regulations (collectively called the "Investors"), through a qualified institutions placement pursuant to Chapter VIII of the SEBI (ICDR) Regulations and the Companies Act, 2013 (the "Issue"), such number of Equity Shares up to an aggregate amount of up to Rs. 500 Crores (inclusive of premium) through one or more placement document or other permissible/requisite offer document, and in such manner and on such price, terms and conditions considering prevailing market conditions and other relevant matters, as may be determined by the Board, in accordance with the provisions of the SEBI (ICDR) Regulations or other provisions of law including the Companies Act, 2013 as may be prevailing at the time.

**"RESOLVED FURTHER THAT** the Equity Shares shall be allotted as fully paid up within 12 months of the date of this resolution and the price inclusive of premium of the equity shares so issued shall not be less than the price determined in accordance with the provisions of the SEBI (ICDR) Regulations, including a discount of up to 5%, if any to the floor price or such other discount as may be permitted under Chapter VIII of the SEBI (ICDR) Regulations and approved by the Board, in consultation with the lead manager(s) and/or merchant banker(s) and/or advisor(s) to the Issue and/or such other person(s) in accordance with applicable laws, rules, regulations and guidelines prevailing in this regard."

**"RESOLVED FURTHER THAT** the relevant date for the determination of the floor price of the Equity Shares offered shall be the date of the meeting in which the Board decides to open the proposed Issue, and the price of the Equity Shares shall be determined in accordance with the relevant provisions of Chapter VIII of the SEBI (ICDR) Regulations and applicable provisions, if any, of the Companies Act, 2013 and any other applicable laws, rules, regulations and guidelines."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted in accordance with the terms of their issue, and all such Equity Shares shall rank pari passu inter se and with the existing Equity Shares of the Company in all respects, including dividends."

**"RESOLVED FURTHER THAT** the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as maybe authorized by the Board or any committee thereof in accordance with the Articles of Association of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Equity Shares including the number of Equity Shares that may be offered, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate, finalize and approve the preliminary placement document and the placement document in respect of the proposed Issue and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the preliminary placement document and the placement document (in draft or final form), and any amendments and supplements thereto, with any applicable Stock Exchanges, Government and Regulatory Authorities, institutions or bodies, as may be required, and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company, settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the Issueproceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Mr. Ajay Bijli and Mr. Sanjeev Kumar or any duly constituted committee of the Board be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as may be, jointly or severally deemed necessary, desirable, incidental or expedient to the issue or allotment of the aforesaid Equity Shares and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the Securities, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of all of such Equity Shares on the Stock Exchanges"

**"RESOLVED FURTHER THAT** Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any committee of Directors, any other Director(s) or officer(s) of the Company to negotiate, approve, sign, execute, modify and amend necessary documents and other agreements that maybe required and to take any action and execute any instrument that may be deemed necessary or advisable and do all such acts, deeds, matters and things for and on behalf of the Company including executing such other agreements, deeds, contracts, undertakings, letters, documents, forms, authority letter, power of attorneys, disclosure letters, regulatory filings and intimations with any regulator whether in India or abroad and such other documents which may be required to be entered into by the Company in connection with the proposed offer, issuance and allotment of Equity Shares."

By order of the Board  
For PVR Limited

N. C. Gupta  
Company Secretary

Place: Gurgaon  
Date: 31st July, 2014

## NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act 2013 with respect to special business set out in the Notice is annexed.
2. *To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/Company.*
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY STAMPED, COMPLETED AND SIGNED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED HERewith.** Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholders.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
5. In order to determine the entitlement for payment of Dividend, if declared, at the 19th Annual General Meeting of the Company, the Register of Members and Share Transfer Books of the Company shall remain closed from 22nd September, 2014 (Monday) to 29th September, 2014 (Monday) (both days inclusive).
6. **Queries, if any, regarding accounts may please be sent to the Company Secretary at least 10 days before the date of Annual General Meeting so as to enable the Company to suitably reply back.**
7. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of their attendance at the meeting.
8. **Members holding shares in Demat/physical form are requested to notify any change in address, bank mandates, if any, and their E-mail ID for dispatch of Annual Reports and all other information, correspondences to the Company's Registrar and Share Transfer Agent Karvy Computershare Private Limited, by E-mail at [einward.ris@karvy.com](mailto:einward.ris@karvy.com) or at their address at Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 034.**
9. **Members are requested to bring their Attendance Slips to the Meeting, as the same will not be distributed in the meeting.**
10. As per the provisions of the Companies Act 2013, facility for making nomination is available to the shareholders in respect of the shares held by them.
11. **Members/ Proxies may also please note that only Tea/Coffee will be served and no Gift will be distributed at the venue of Annual General Meeting or elsewhere.**
12. **Children who are not members of the Company would not be allowed to attend the Annual General Meeting.**
13. Documents relating to any of the items mentioned in the Notice are open for inspection at the Registered Office of the Company on any working day during business hours prior to the date of meeting and also at the meeting.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
15. The Register of Contacts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
16. Members wishing to claim dividends for not more than last 7 years, which remain unclaimed, are requested to correspond with Mr. Pankaj Dhawan, Sr. VP – Secretarial at the Company's Corporate office. Members are requested to note that dividends not claimed within seven years from the date of transfer to Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.
17. The business(es) to be transacted in the Annual General Meeting will also be transacted through electronic voting system as the Company is offering e-voting facility as an alternate for its members to enable them to cast their votes electronically and 22nd August 2014 has been fixed as the cut off /record date for voting. **The E-Voting is open for three days from 23rd September 2014 to 25th September 2014 (both days inclusive) and the portal will remain open for voting from 10.00 a.m. on 23rd September 2014 to 6 p.m. on 25th September 2014 (both days inclusive).** The Company has appointed Mr. Arun Kumar Gupta, a Practicing Company Secretary based in New Delhi as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. During the e-voting / poll period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the

record date may cast their vote electronically. Please read and follow the instructions on e-voting enumerated below. The results declared along with scrutinizer's report shall be placed on the website of the company and on the website of the agency i.e. Karvy Computershare Private Limited within two days of passing the resolution at the 19th Annual General Meeting of the company. Subject to the receipt of required votes, the resolution shall be deemed to be passed on the date of the Annual General Meeting of the Company.

**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. Your folio/DP Client ID will be your User-ID.

|           |                                                                                                                                                                                                                                                                       |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| User – ID | For Members holding shares in Demat Form:-<br>For NSDI :- 8 Character DP ID followed by 8 Digits Client ID<br>For CDSL :- 16 digits beneficiary ID<br>For Members holding shares in Physical Form:-<br>Event no. followed by Folio Number registered with the company |
| Password  | Your Unique password is being 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.

Members can cast their vote online from 23/09/2014 to 25/09/2014.

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

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.

You need to login again with the new credentials.

On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.

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.

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'

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.

Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

Corporate/Institutional Members (corporate /FIs/FII/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](mailto:aruncs.gupta@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name Event no."

By order of the Board  
For PVR Ltd

N. C. Gupta  
Company Secretary

Place: Gurgaon

Date: 31st July, 2014

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

### **ITEM NO. 6**

Mr. Sanjay Kapoor was appointed as an Additional Director on the Board of the Company effective from 31st January, 2014 and holds office up to the date of ensuing Annual General Meeting (AGM). The Company has received a Notice under Section 160 of the Companies Act 2013 along with a requisite deposit from a shareholder proposing the name of Mr. Sanjay Kapoor for his appointment as Director on the Board of the Company. The Board considers it desirable that the Company should continue to avail valuable services of Mr. Kapoor as Director of the Company.

The Company has received from Mr. Kapoor (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that he is not disqualified under sub section (2) of the Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of the Section 149 of the Companies Act, 2013.

Mr. Sanjay Kapoor holds a Bachelor's degree in Commerce (Hons) from Delhi University, an MBA from Cranfield School of Management (UK) and is a Graduate of The Wharton Advanced Management Program. Mr. Sanjay Kapoor held key leadership positions in the Bharti group. He has also been associated with Xerox India as Director - Operations Support.

The Board recommends the resolution at item no. 6 for the approval of the Shareholders. A copy of the draft letter for the appointment of Mr. Sanjay Kapoor as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the company's registered office during normal business hours on working days up to the date of the AGM.

Mr. Sanjay Kapoor is interested in this resolution to the extent of his appointment as Director of the Company. No other Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

### **ITEM NO. 7 to 10**

Mr. Sanjay Khanna, Mr. Sanjai Vohra, Mr. Vikram Bakshi and Mr. Amit Burman are Independent Directors in compliance with the requirements of the Clause 49 of the Listing Agreement.

Pursuant to the provisions of section 149 of the Companies Act, 2013, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, not liable to retire by rotation. However as per revised clause 49 of the Listing Agreement to be effective from 1st October 2014, 50% of the Board should be comprised of Independent Directors if Chairman of the Company is an executive director.

The Board has recommended the appointment of these directors as Independent Directors on the Board of the Company.

Mr. Sanjay Khanna, Mr. Sanjai Vohra, Mr. Vikram Bakshi and Mr. Amit Burman all Independent directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 (Act). In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director. In compliance with the provisions of Section 149 read with schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval for a period of five years.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Independent Directors and Directors to be appointed / re-appointed is annexed hereto.

Mr. Sanjay Khanna, Mr. Sanjai Vohra, Mr. Amit Burman and Mr. Vikram Bakshi, respectively are concerned or interested in their respective Resolutions of the accompanying Notice relating to their own appointments. No other Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution. The Board of Directors recommend resolutions having item numbers 7 to 10 for passing as ordinary resolution.

### **ITEM NO. 11**

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the member to the company.

The Board recommends the resolution at item no. 11 for the approval of the Shareholders.

No Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

### **ITEM NO. 12**

PVR Limited has been providing various support services like IT, Marketing, Legal, Business Development, Deal Negotiations to PVR BluO Entertainment Limited at a fee of Rs. 15 lacs p.a. The Board of Directors of both the companies have agreed to revise the support

service agreement under which PVR Limited shall provide the said services at a fee of Rs. 36 lacs p.a. to PVR BluO Entertainment Limited.

PVR BluO Entertainment Limited is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and thus transaction require inter-alia prior approval of members by a special resolution under Section 188 of the Companies Act, 2013.

The particulars of the transactions pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

1. Name of the related party: PVR BluO Entertainment Limited
2. Name of the Directors or Key Managerial Personnel who is related: Ajay Bijli, Sanjeev Kumar, Narayan Ramachandran, Vicha Poolvaraluk
3. Nature of Relationship: PVR BluO Entertainment Ltd is a subsidiary of PVR Ltd's subsidiary company i.e. PVR Leisure Ltd
4. Monetary Value: Rs. 36 lacs per annum
5. Nature, material terms and particulars of the arrangement

Management Fees Agreement for PVR Ltd provides for rendering of support services, inter alia Legal Services, Business Development and Deal Negotiation, IT and Marketing to PVR BluO Entertainment Ltd at consideration of Rs. 36 Lacs p.a effective from 1st October 2014 as per the terms of the Agreement .

The Board recommends the special resolution at item no. 12 for the approval of the Shareholders.

No Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

#### ITEM NO. 13

The Company has made a detailed roadmap for its expansion both organically and inorganically. 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 equity financing to fund the aforesaid acquisition. Pursuant to Section 62 and Section 42 of the Companies Act 2013 read with SEBI ICDR Regulations, the Company can issue securities to investors through Qualified Investor Placement (QIP) within a period of 12 months of passing the resolutions by members of the Company. In order to expedite the fund raising, it is imperative that the members of the Company consider and approve an enabling special resolution for issue of securities at an appropriate time, by the Company to Investors through QIP for a sum not exceeding Rs. 500 crores at a price to be calculated in accordance with SEBI ICDR Regulations. Therefore it is proposed to seek the enabling authorisation of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any committee of Directors constituted/ to be constituted by the Board), without the need for any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR"), as set out in the special resolution at Item No. 13 of the accompanying Notice. The QIP Securities proposed to be issued by the Board shall be subject to the provisions of the SEBI ICDR including the pricing, which will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date. The Board may offer a discount of not more than five per cent. on the price so calculated for the QIP. The Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decides to open the proposed issue or in case of securities which are convertible into or exchangeable with equity shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be.

For the reasons aforesaid, an enabling special resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The QIP Securities if issued pursuant to the offering would be listed on BSE limited and National Stock Exchange of India Limited.

The Board recommends the special resolution at item no. 13 for the approval of the Shareholders.

No Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

By order of the Board  
For PVR Ltd

N. C. Gupta  
Company Secretary

Place: Gurgaon

Date: 31st July, 2014

Details of Directors seeking appointment / Re-appointment at the Annual General Meeting

| Particulars                                                        | Mr. Ajay Bijli                                                                                                                                                                                                                                      | Mr. Sanjeev Kumar                                                                                                                                                                                                                                                           | Mr. Sanjay Kapoor                                                                                           | Mr. Amit Burman                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Mr. Vikram Bakshi                                                                                                                                                                                                                                                                                                                                                                                                                                              | Mr. Sanjay Vohra                                                                                                                                                                      | Mr. Sanjay Khanna                                                      |
|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| Date of Birth                                                      | 09/02/1967                                                                                                                                                                                                                                          | 01/04/1972                                                                                                                                                                                                                                                                  | 28/02/1962                                                                                                  | 16/07/1969                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 06/01/1955                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 05/09/1960                                                                                                                                                                            | 21/04/1960                                                             |
| Date of Appointment                                                | 24/07/2003                                                                                                                                                                                                                                          | 24/07/2003                                                                                                                                                                                                                                                                  | 31/01/2014                                                                                                  | 29/03/2013                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 19/09/2005                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 30/09/2011                                                                                                                                                                            | 15/04/2008                                                             |
| Qualification                                                      | B.Com from Hindu College, Delhi University. Completed the Owners President Program at Harvard Business School                                                                                                                                       | Bachelors degree in Finance and Accounting from Stanford University, Manchester Master degree in Business Administration from Imperial College, London University. Received Professional training at Village Entertainment Centres, Australia in Operations and Development | B.Com (H), MBA from Cranfield School of Mgt, UK                                                             | Masters Degree in Business Administration from university of Cambridge                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | B.Sc, Delhi University                                                                                                                                                                                                                                                                                                                                                                                                                                         | B.Sc from St. Stephens, Delhi University, PGDM from IIM(Ahmadabad)                                                                                                                    | B.Com                                                                  |
| Expertise in specific functional areas                             | Has over 22 years of experience in film exhibition industry. He has pioneered the multiplex concept in India. He is a member of Young Presidents Organisations and is widely recognized as a credible voice for the Indian Film exhibition industry | Has over 16 years of experience in the film exhibition industry. Has been instrumental in setting up PVR's relation with various Hollywood Studios including Miramax, Newline, IEG and Zee MGM                                                                              | Rich experience of 28 yrs in Marketing, Information Technology, HR etc. Has worked with Bharti & Xerox Ltd. | Rich experience in the field of Industrial Engineering & Business Strategy.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Has more than 28 years of varied experience in various streams of specialty in hospitality and F&B Business.                                                                                                                                                                                                                                                                                                                                                   | More than 25 years of varied experience in the Banking Industry including (P) Equity Finance, Risk Management and Various Debt Products. Was associated with City Bank and JP Morgan. | More than 19 years of varied experience in various streams of business |
| Directorship held in other companies (excluding foreign companies) | Priya Exhibitors (P) Ltd<br>ATC Carriers (P) Ltd<br>PVR Pictures Ltd<br>Kriros (P) Ltd<br>PVR BluO Entertainment Ltd<br>Bijli Holdings (P) Ltd<br>PVR Leisure Ltd<br>Lettuce Entertain You Ltd                                                      | Priya Exhibitors (P) Ltd<br>ATC Carriers (P) Ltd<br>PVR Pictures Ltd<br>PVR BluO Entertainment Ltd<br>Bijli Holdings (P) Ltd<br>PVR Leisure Ltd<br>Lettuce Entertain You Ltd                                                                                                | BENNETT COLEMAN AND COMPANY LTD                                                                             | Angel Softex (P) Ltd<br>Gyan Enterprises (P) Ltd<br>Dabur India Ltd<br>Lite Bite Foods (P) Ltd<br>Ratna Commercial Enterprises (P) Ltd<br>Oh Talbros Ltd<br>Dabur Securities (P) Ltd<br>Oriental Structural Engineers (P) Ltd<br>Natures Bounty Wines and Allied Products (P) Ltd<br>Consortium Consumercare (P) Ltd<br>H & B Stores Ltd<br>A. B. Propmart (P) Ltd<br>Lite Eat Out Foods (P) Ltd<br>Jelage Infrastructure Ltd<br>Tabros Automotive Components Ltd<br>Micromax Informatics Ltd<br>Passionate Foods (P) Ltd<br>LBF Trading Co. (P) Ltd<br>Lite Bite Travel Foods (P) Ltd<br>Burger Foods and Hospitality (P) Ltd | VIKRAM BAKSHI AND COMPANY (P) LTD<br>JUPITER ESTATES AND BUILDERS (P) LTD<br>BAKSHI HOLDINGS (P) LTD<br>CRESCENT PRINTING WORKS (P) LTD<br>CONNAUGHT PLAZA RESTAURANTS (P) LTD<br>PANIPAT PROPERTIES (P) LTD<br>ASCOT HOTELS AND RESORTS (P) LTD<br>PENGUIN RESORTS (P) LTD<br>Ascot Inns (P) Ltd.<br>JAGRAN PRAKASHAN LTD<br>ASCOT GTM MEHTAB COMPLEX JALLANDHAR (P) LTD<br>ASCOT ESTATES (MANESAR) (P) LTD<br>Retailers Association's Skill Council of India | PAWAA SOFTWARE (P) LTD<br><br>PVR Leisure Ltd<br><br>WIFINITY TECHNOLOGY (P) LTD<br><br>TIVASS STRATEGIES (INDIA) (P) LTD                                                             | N.A.                                                                   |
| Number of shares held in the Company                               | 19,16,255                                                                                                                                                                                                                                           | 2,66,806                                                                                                                                                                                                                                                                    | NIL                                                                                                         | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                            | NIL                                                                                                                                                                                   | NIL                                                                    |

(Pursuant to Section 105(5) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

**PVR LIMITED**

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

|                       |                                                                         |
|-----------------------|-------------------------------------------------------------------------|
| CIN                   | L74899DL1997PLC067827                                                   |
| Name of the Company   | PVR LIMITED                                                             |
| Registered Office     | 61, Basant Lok, Vasant Vihar, New Delhi - 110057                        |
| Name of the Member(s) | <b>ATTENDANCE SLIP</b><br>(To be handed over at the Attendance Counter) |
| Registered Address    |                                                                         |
| Folio No.             | DP ID No.                                                               |
| No. of Shares         | Client ID No.                                                           |

I/We being the Member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint \_\_\_\_\_ as my/our proxy to attend and vote (on a poll) for \_\_\_\_\_ at the 19<sup>th</sup> Annual General Meeting of the Company at Mapple Emerald, Rajokri, National Highway-8, New Delhi - 110 038 on Monday, the 29<sup>th</sup> day of September, 2014 at 10:30 A.M. or at any adjournment thereof.

|                       |                        |
|-----------------------|------------------------|
| E-mail Id             |                        |
| Signature             | (or failing him)       |
| 1. Name of the Member | 1. Mr./Mrs./Miss ..... |
| And Joint Holder (s)  | 2. Mr./Mrs./Miss ..... |
| (In block letters)    | 3. Mr./Mrs./Miss ..... |
| Signature             | (or failing him)       |
| 2. Address            | .....                  |
| Address               | .....                  |
| E-mail Id             | .....                  |
| Signature             |                        |

3. Name of Proxy : Mr. / Mrs. / Miss .....  
 as my/our proxy to attend and vote (on a poll) for \_\_\_\_\_ at the 19<sup>th</sup> Annual General Meeting of the Company to be held on Monday, the 29<sup>th</sup> day of September, 2014 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. ....

..... day of ..... 2014

Signature of the Proxy

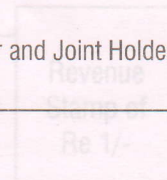
Signature(s) of Member and Joint Holder(s)

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 Saturday, the 27<sup>th</sup> September 2014.



**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)

|                              |                                                  |
|------------------------------|--------------------------------------------------|
| <b>CIN</b>                   | <b>L74899DL1995PLC067827</b>                     |
| <b>Name of the Company</b>   | <b>PVR LIMITED</b>                               |
| <b>Registered Office</b>     | 61, Basant Lok, Vasant Vihar, New Delhi – 110057 |
| <b>Name of the Member(s)</b> |                                                  |
| <b>Registered Address</b>    |                                                  |
| <b>Email Id</b>              |                                                  |
| <b>Folio No. / Client Id</b> |                                                  |
| <b>DP ID</b>                 |                                                  |

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 19<sup>th</sup> Annual General Meeting of the Company to be held on Monday, the 29<sup>th</sup> day of September, 2014 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:

Signed this ..... day of.....2014

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 Saturday, the 27<sup>th</sup> September 2014)**