

04th February, 2022

National Stock Exchange of India Limited

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

BSE Limited

Corporate Relationship Department
1st Floor, New Trading Ring,
PJ Towers, Dalal Street,
Fort, Mumbai - 400 001
Fax: 022-22722061/41/39/37

Company Code: PVR / 532689

Postal Ballot Notice- Disclosure under Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In continuation of our intimation dated January 21, 2022, please find attached a copy of the Postal Ballot Notice together with the Explanatory Statement thereto, seeking approval of the members of the Company.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 6, 2021 and Circular No. 20/2021 dated December 8, 2021, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, February 02, 2022 ("Cut-off date"). The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Sunday, February 06, 2022 and ends at 5.00 p.m. (IST) on Monday, March 07, 2022. The result of the voting will be announced on or before 04.00 P.M. on Wednesday, 09th March, 2022.

We request you to kindly take our aforesaid submission on records.

Yours faithfully
For **PVR Limited**

Mukesh Kumar
SVP - Company Secretary
& Compliance Officer

PVR LIMITED

Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase III, Gurugram 122002 (Haryana) India.

T: +91 124 4708100 | F: +91 124 4708101 | W: www.pvr cinemas.com

Regd Office: 61, Basant Lok, Vasant Vihar, New Delhi 110057. CIN: L74899DL1995PLC067827



PVR LIMITED

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given under Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, including Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 6, 2021 and Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below is proposed to be passed by the shareholders of PVR Limited (“**the Company**”) as a Special Resolution through postal ballot only by way of remote e-voting process (“**e-voting**”) only. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to this notice (“**Postal Ballot Notice**”) for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If the e-mail address is not registered with the Company/Depositories, the shareholders are requested to follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In the event, the proposed resolutions, as set out herein below, is assented to by Members by means of remote e-voting, it shall be deemed to be passed on the last day of e-voting i.e. on Monday, 7th March, 2022 as if the same have been passed at a General Meeting of the Members convened in that behalf.

SPECIAL BUSINESS:

ITEM NO.1

TO APPROVE PVR EMPLOYEE STOCK OPTION PLAN 2022.

To consider, and if thought fit, to approve, PVR Employee Stock Option Plan 2022 and pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the provisions of Regulation 6 and other applicable provisions, if any of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**“SEBI SBEB & SE”**) including any statutory modification(s) or re-enactment(s) thereto, and further subject to such other approval(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed or imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), permission(s) and sanction(s), the approval of the members be and is hereby accorded for the introduction and implementation of an employee stock option plan namely **‘PVR Employee Stock Option Plan 2022’** (“PVR ESOP 2022”/“Plan”) and authorising the Board of Directors of the Company (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (**“Committee”**) which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot under the Plan from time to time, in one or more tranches, not exceeding 6,00,000 (Six Lakhs) Employee Stock Options (**“Options”**) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees / Directors of the Company and its Subsidiary Company(ies) (as permitted under the applicable laws and Plan), exercisable into not more than 6,00,000 (Six Lakhs) Equity Shares of face value of Rs.10/- (Rupees Ten) each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board of Directors/Committee may decide in accordance with the provisions of the applicable laws and the provisions of PVR ESOP 2022.

RESOLVED FURTHER THAT the PVR ESOP 2022 shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the PVR ESOP 2022 and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the PVR ESOP 2022.

RESOLVED FURTHER THAT the PVR ESOP 2022 shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari-passu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take requisite steps for listing of the equity shares allotted under PVR ESOP 2022 on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI (SBEB & SE) Regulations, SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB & SE) Regulations and any other applicable laws to the extent relevant and applicable to the PVR ESOP 2022.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the PVR ESOP 2022 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the PVR ESOP 2022 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all such acts, deeds and things, as deemed necessary including but not limited to authorizing or directing to appoint merchant bankers, advisors, consultants, representatives, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of PVR ESOP 2022 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and take all such steps and decisions in this regard.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

ITEM 2

TO APPROVE THE GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES), IN INDIA OR OUTSIDE INDIA, OF THE COMPANY, UNDER PVR EMPLOYEE STOCK OPTION PLAN 2022.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made

thereunder and in accordance with the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the provisions of Regulation 6 and other applicable provisions, if any of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**“SEBI SBEB & SE”**) including any statutory modification(s) or re-enactment(s) thereto, and further subject to such other approval(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed or imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), permission(s) and sanction(s), the approval of the members be and is hereby accorded to extend the benefits of PVR Employee Stock Option Plan 2022 (**“PVR ESOP 2022”/“Plan”**) including the grant of Employee Stock Options (**“Options”**) and issuance of Equity Shares (**“Shares”**) thereunder, to such Employees / Directors of the Subsidiary Company(ies) of the Company (as permitted under the applicable laws and Plan), on such terms and in such manner as the Board of Directors/Committee (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (**“Committee”**) which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) may decide in accordance with the provisions of the applicable laws and the provisions of PVR ESOP 2022.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari-passu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB & SE) Regulations and any other applicable laws to the extent relevant and applicable to the PVR ESOP 2022.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all such acts, deeds and things, as deemed necessary including but not limited to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and take all such steps and decisions in this regard.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

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

**Place: Gurugram, Haryana
Date: 21st January, 2022**

**Sd/-
Mukesh Kumar
Company Secretary
Membership No. A17925**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons thereof for the proposals are annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the register of Members/ list of beneficial owners as received from National Securities Depository Limited (“**NSDL**”)/Central Depository Services (India) Limited (“**CDSL**”) as on Wednesday, 02nd February, 2022.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Postal Ballot Notice will also be available on the websites of the Company, the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of National Securities Depository Limited (“**NSDL**”).
4. If the e-mail address is not registered with the Company/Depositories, you may register the same to receive this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting by sending a request at evoting@nsdl.co.in
5. Voting rights of each Member shall be reckoned on the paid up value of the shares registered in the name of the Members as on the cut-off date which is on Wednesday, 02nd February, 2022 and any recipient of this Postal Ballot Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
6. The e-voting period begins on Sunday, 6th February, 2022 at 9:00 a.m. IST and ends on Monday, 7th March, 2022 at 5:00 p.m.
7. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Monday, 7th March, 2022 and as if the same had been passed at a General Meeting of the Members convened in that behalf.
8. The assent or dissent received from the Members after the last date and time of e-voting i.e. 5:00 p.m. IST on Monday, 7th March, 2022 shall be treated as if reply from the Member has not been received.
9. The Scrutinizer will submit his report to the Chairman of the Company or such person as authorized upon completion of scrutiny of the votes received through the e-voting platform, not later than Wednesday, 9th March, 2022. The Chairman or any person so authorized by him, shall announce the results of the Postal Ballot on or before 04:00 P.M. IST Wednesday, 9th March, 2022, in accordance with the regulatory provisions.

The result of the Postal Ballot, along with the scrutinizer’s report, will be posted on the Company’s website www.pvrcinemas.com and also communicated to the stock exchanges where the Company’s shares are listed and on the website of NSDL.

10. All the relevant documents will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the last date of e- voting. Members seeking to inspect such documents can send an email to the Company Secretary at cosec@pvrcinemas.com.

Attention of the individual shareholders holding the securities in demat mode is also brought to recent SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020. In order to increase the efficiency of the voting process, SEBI has enabled e-voting to all the demat account holders, by way of a single login credential, through the demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting service providers (ESPs). Accordingly, vide this circular, the shareholders can register directly with the depository or can choose an option of accessing various ESP portals directly from their demat accounts. The shareholders are requested to go through the contents of the circular for seamless e-voting process.

1. Instructions for E-Voting

In compliance with provisions of Section 108 & 110 of the Companies Act, 2013 and other provisions of the Act read with rules, circular dated December 9, 2020 of SEBI and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility. The procedure and instructions for e-voting are as follows:

- (a) The e-voting period begins on Sunday, 6th February, 2022 at 9:00 a.m. IST and ends on Monday, 7th March, 2022 at 5:00 p.m. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is on Wednesday, 02nd February, 2022 may cast their votes. The remote e-voting module shall be disabled by NSDL, for e-voting after 05:00 p.m. IST on Monday, 7th March, 2022.
- (b) Once the vote on a resolution has been cast by a Member, he/ she shall not be allowed to change it subsequently or cast the vote again.

2. PROCEDURE FOR REMOTE E-VOTING:

- i. The instructions for e-Voting are given herein below. The Board of Directors has appointed Mr. Arun Kumar Gupta of M/s Arun Gupta & Associates, Practicing Company Secretaries as a Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of

participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- iv. The e-Voting period commences from Sunday, 6th February, 2022 to Monday, 7th March, 2022 (both days inclusive) between 9.00 A.M. to 5.00 P.M.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e on Wednesday, 02nd February, 2022.
- vi. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal

	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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- **Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <p><i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login.</i></p>
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Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number (EVEN No.: 119207) followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

- **Step 2: Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” i.e. 119207 of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aruncs.gupta@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in
- **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to einward.ris@kfintech.com/cosec@pvrcinemas.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to einward.ris@kfintech.com/cosec@pvrcinemas.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

ITEM NO. 1 and 2:

Objective of PVR ESOP 2022

The current COVID 19 pandemic has impacted the performance of almost all the Companies operating in Entertainment space, including us. However, we foresee a great business, as soon as virus recedes and ahead of this pandemic. The Company envisages to improve its performance and its overall market capitalisation with help of better results. The employees of the Company and its subsidiary(ies), who have been holding critical positions within the organisation are key to achieve the same. It is important to motivate and retain them to be able to attain the planned performance of the Company. ESOPs have always worked as an important tool in retention, motivation and remuneration/ wealth creation of the employee. Therefore, it would be imperative in the current circumstances to start a new PVR ESOP 2022 for the eligible employees for the overall benefit of the organisation and the key employees.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes that equity based compensation plans are an effective tool to reward the talents working with your Company.

With a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture and to retain them for ensuring sustained growth, your Company intends to implement an employee stock option plan namely ‘PVR Employee Stock Option Plan 2022’ (“PVR ESOP 2022”/ “Plan”) seeking to cover eligible employees of the Company and its subsidiary(ies).

Accordingly, the Nomination and Remuneration Committee of the Board of Directors (“Committee”) and the Board of Directors of the Company at their respective meetings held on 20th January 2022 and 21st January, 2022 had approved the introduction of PVR ESOP 2022, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE”), issuance of Shares to Employees of the Company and its subsidiary(ies) under an Employee Stock Options Plan requires an approval of the existing Members by way of Special Resolution.

The Special Resolution set out at Item No. 1 is seeking your approval for the formulation and implementation of the PVR ESOP 2022 and issuance of Equity Shares thereunder.

Further, as per Regulation 6(3)(c) of SEBI SBEB & SE, approval of the members through a separate resolution is required to be obtained in case the Company wants to grant Options to the Employees of Subsidiary Company, in India or outside India, of the Company. The Special Resolution set out at Item No. 2 is seeking your approval for the said purpose.

The main features of the Plan are as under:

a) Brief Description of the Plan:

The Plan shall be called as 'PVR Employee Stock Option Plan 2022' ("**PVR ESOP 2022**")/ "**Plan**")

The objective of the Plan is to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and improve the overall performance in future years of the Company. The Company intends to use this Plan to create significant reward mechanism for key Employees of the Company and its subsidiary(ies) and in order to retain and motivate the employees.

b) Total number of options to be granted:

The total number of options to be granted under the Plan shall not exceed 6,00,000 (Six Lakhs) options exercisable into not more than 6,00,000 (Six Lakhs) Shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up, with each such Option conferring a right upon the Employee to get one Share of the Company allotted by the Company upon Exercise thereof, in accordance with the terms and conditions as may be decided under the Plan.

Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of corporate action (as defined in the Plan).

c) Identification of classes of employees entitled to participate in PVR ESOP 2022:

- (a) An Employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) A Director of the Company, whether a Whole Time Director or not, including a Non – Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director;
- (c) An Employee as defined in sub-clauses (a) or (b), of the Subsidiary Company(ies) in India or outside India, of the Company.

But following persons shall not be eligible for PVR ESOP 2022:

- a) an employee who is a "Promoter" or person belonging to the "Promoter Group"
or
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company

d) Requirements of vesting and period of vesting:

Vesting period shall commence from the grant date, options granted under PVR ESOP 2022 would vest not earlier than minimum of 1 (One) year from the grant date and not later than a maximum of 3 (three) years from the grant date.

The Board of Directors (which term shall deemed to include Nomination and Remuneration Committee) may also specify certain other performance criteria subject to satisfaction of which the Options would vest.

Further, Vesting of Options would be subject to continued employment with the Company.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a maximum of 3 (three) years from the grant date.

f) Exercise price or pricing formula:

The exercise price per option shall be the average of last three months trading price prior (i.e. Weighted Average Price) to the date of Grant on the recognized stock exchange.

Further, the Board of Directors (which term shall deemed to include Nomination and Remuneration Committee) at its sole discretion may provide a discount up to 10% (ten percent) on the above price.

g) Exercise period and the process of Exercise:

After vesting, Options can be exercised within the exercise period, either wholly or in part, through cash mechanism after submitting the exercise application along with payment of the exercise price, applicable taxes and other charges, if any.

The exercise period shall be for a period of 3 (Three) years from the date of respective Vesting of Options within which Vested Options can be exercised.

h) Appraisal process for determining the eligibility of employees under PVR ESOP 2022:

The specific Employees to whom the Options would be granted and their Appraisal process / Eligibility Criteria would be determined by the Board of Directors (which term shall deemed to include Nomination and Remuneration Committee). The appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Board of Directors (which term shall deemed to include Nomination and Remuneration Committee), from time to time.

i) Maximum number of options to be granted / issued per employee and in aggregate:

The maximum number of Options that may be granted to each Employee in any year shall vary depending upon the designation and the appraisal / assessment process however aggregate shall not exceed 3,00,000 Options per Eligible Employee at the time of Grant. However, the Board of Directors (which term shall deemed to include Nomination and Remuneration Committee) reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each Employee within this ceiling.

The total number of options to be granted under the Plan shall not exceed 6,00,000 (Six Lakhs) options exercisable into not more than 6,00,000 (Six Lakhs) Shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up, with each such Option conferring a right upon the Employee to get one Share of the Company allotted by the Company upon Exercise thereof, in accordance with the terms and conditions as may be decided under the Plan.

j) Maximum quantum of benefits to be provided per employee under the Plan:

The maximum quantum of benefits that will be provided to every eligible Employee under the Plan will be the difference between the Market Price of Company's Share on the recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Option Grantee.

k) whether the Plan is to be implemented and administered directly by the company or through a trust;

The Plan shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

The Plan shall be administered by Board of Directors (which term shall deemed to include Nomination and Remuneration Committee).

l) whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both :

The Plan involves new issue of Equity Shares by the Company.

m) Amount of loan to be provided for implementation of the Plan(s) by the company to the trust, its tenure, utilization, repayment terms, etc:

Not applicable, since the Plan is proposed to be implemented by Direct Route.

n) Maximum percentage of secondary acquisition:

Not applicable, since the Plan is proposed to be implemented by Direct Route.

o) Accounting and Disclosure Policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations or as may be prescribed by regulatory authorities from time to time.

p) Method of Option Valuation:

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein and shall use such valuation method as may be prescribed under the applicable regulations.

q) Declaration:

In case, the company adopts fair value method, there will be no requirement for disclosure in the Board Report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Board's Report.

r) Period of Lock-in:

The Shares arising out of Exercise of Vested Options shall not be subject to any lock-in period from the date of allotment of such Shares under the Plan.

s) Terms & conditions for buyback, if any, of specified securities:

The Board of Directors (which term shall be deemed to include Nomination and Remuneration Committee) has the power to determine the procedure for buy-back of Options granted under the Plan, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI (SBE & SE) Regulations.

A draft copy of the PVR ESOP 2022 is available for inspection at the Company's registered office / corporate office between 11:00 A.M. IST to 1:00 P.M. IST on any working day, from the first date of voting i.e. Sunday, 6th February, 2022 till the last date of voting i.e. Monday, 7th March, 2022.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent they may be lawfully granted Options under the PVR ESOP 2022.

In light of above, you are requested to accord your approval to the Special Resolutions as set out at agenda item no. 1 and 2 of the accompanying Notice.

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

**Place: Gurugram, Haryana
Date 21st January, 2022**

**Sd/-
Mukesh Kumar
Company Secretary
Membership No. A17925**