

19<sup>th</sup> December, 2020



**National Stock Exchange of India Limited**

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

**BSE Limited**

Corporate Relationship Department  
1<sup>st</sup> 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**

In continuation of our intimation dated December 15, 2020, 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 Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 33/2020 dated September 28, 2020, 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. Friday, December 11, 2020 ("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 Registrar and Transfer Agent- M/s. KFin Technologies Private Limited (KFin) to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Monday, December 21, 2020 and ends at 5.00 p.m. (IST) on Tuesday, January 19, 2021. The result of the voting will be announced on or before 04.00 P.M. on Wednesday, 20<sup>th</sup> January, 2021.

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

Yours faithfully  
For **PVR Limited**

**Pankaj Dhawan**  
**Company Secretary cum 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.pvrcinemas.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, 4<sup>th</sup> 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**

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**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, Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, 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 including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended below is proposed to be passed by the shareholders of PVR Limited (“**the Company**”) as a Special Resolution through postal ballot by voting through electronic means (“**remote e-voting**”) only. An Explanatory Statement pertaining to the said resolution 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 resolution, 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 Postal Ballot i.e. on 19<sup>th</sup> January, 2021 as if the same have been passed at a General Meeting of the Members convened in that behalf.

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF EQUITY SHARES AND/OR**

**ISSUANCE OF DEPOSITORY RECEIPTS INCLUDING AMERICAN DEPOSITORY RECEIPTS AND GLOBAL DEPOSITORY RECEIPTS OR BONDS INCLUDING FOREIGN CURRENCY CONVERTIBLE BONDS OR SECURITIES CONVERTIBLE INTO EQUITY SHARES OR NON-CONVERTIBLE DEBT INSTRUMENTS ALONG WITH WARRANTS OR ANY COMBINATION THEREOF FOR A SUM NOT EXCEEDING ₹ 800 CRORES INCLUDING PREMIUM BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT/PREFERENTIAL ALLOTMENT/ ISSUE OF DEPOSITORY RECEIPTS OR ISSUE OF FOREIGN CURRENCY CONVERTIBLE BONDS OR SUCH OTHER PERMISSIBLE MODE OR COMBINATIONS THEREOF.**

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 Sections 23, 41, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the **“Companies Act”**), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI LODR Regulations”**), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the **“Stock Exchanges”**), the provisions of the Foreign Exchange Management Act, 1999, as amended (the **“FEMA”**), including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and amendments thereof (**“FCCB Scheme”**), the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the Reserve Bank of India (the **“RBI”**) as updated from time to time, as applicable, the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (the **“GoI”**) from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the GoI, the RBI, the Securities and Exchange Board of India (the **“SEBI”**), the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the **“RoC”**), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry, the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, the consent of the members be and is hereby accorded to create, issue, offer and allot in one or more tranches (including with provisions for reservation on firm and /or competitive basis,

of such part of issue and for such categories of persons, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹ 10 each (the “**Equity Shares**”), Equity Shares against which American Depository Receipts (“**ADRs**”) and Global Depository Receipts (“**GDRs**”) may be issued, foreign currency convertible bonds (“**FCCBs**”) and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/or non-convertible debt instruments along with warrants, or any combination thereof, whether Rupee denominated or denominated in foreign currency (the Equity Shares and all such other securities are hereinafter collectively referred to as the “**Securities**”), to such eligible investors including qualified institutional buyers (as defined in the SEBI ICDR Regulations) (“**QIBs**”), eligible foreign/non-resident investors and/or any other category of investors whether or not such investors are members of the Company, as the Board of Directors of the Company (hereinafter called the “**Board**” which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) may determine in accordance with applicable law, by way of a qualified institutions placement (“**QIP**”) in accordance with Chapter VI of the SEBI ICDR Regulations or by way of preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations or ADR/ GDR/ FCCB issuances or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, for an aggregate amount not exceeding ₹ 800 Crores (Rupees Eight Hundred Crores only), inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under applicable law), as may be deemed appropriate by the Board in its absolute discretion, all subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and/underwriter(s) or other advisor(s) appointed for such issue.

**RESOLVED FURTHER THAT** in the event that the issue is way of a QIP under the SEBI ICDR Regulations, the allotment of Securities or any combination thereof as may be decided by the Board, shall be completed within 365 days from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, provided that the Board may offer such discount as permitted under applicable law, on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, the Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment).

**RESOLVED FURTHER THAT** subject to relevant provisions of applicable laws, rules, regulations, as amended, from time to time, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the proposed issue of Equity Shares, and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VI of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board or a duly authorized Committee thereof

decides to open the issue of such convertible securities, subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time.

**RESOLVED FURTHER THAT** the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GoI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, pursuant to the provisions of the FCCB Scheme, the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, as updated from time to time and applicable pricing provisions issued by the Ministry of Finance, as applicable, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue.

**RESOLVED FURTHER THAT** the in the event that Securities are proposed to be issued as part of an ADR/GDR issue, the foreign depository authorised by the Board may issue depository receipts representing the underlying permissible securities in such form and with such features and attributes as may be permitted under applicable law and required to provide for the tradability and free transferability thereof as per prevalent market practices and regulations (including listing on permissible overseas stock exchange(s)).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent market practices or as the Board may at its sole and absolute discretion deem fit, including but not limited to the terms and conditions, relating to payment of dividend, premium on redemption at the option of the Company and/or holders of any Securities, or variation of the price or period of conversion of Securities into Equity Shares or issue of Equity Shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- a) The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- b) Any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank *pari passu* with the existing Equity Shares in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution described above the Board or a committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the private placement offer letter/ preliminary as well as final placement document(s)/ offering circulars / information memoranda / prospectuses / offer documents and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, the nature and number of Securities to be allotted, determination of QIBs/eligible foreign/non-resident investors and/or any other eligible categories of investors to whom the Securities will be offered and allotted in accordance with applicable law, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter/ offering circulars / information memoranda / prospectuses / offer documents, and any addenda or corrigenda thereto, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) as may be necessary or required for the aforesaid purpose, and signing of declarations, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the book running lead manager(s), or other authorities or agencies involved in or concerned with the issue of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to engage/appoint book running lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda,

documents etc. with such agencies and to seek the listing of the Securities on the Stock Exchanges.

**RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors and Officer(s) of the Company to give effect to the aforesaid resolutions.”

**By Order of the Board  
For PVR Limited**

**Place: Gurugram  
Date: December 18, 2020**

**Sd/-  
Pankaj Dhawan  
Company Secretary  
Membership No. F3170**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons thereof for the proposal is annexed hereto.
2. The Postal Ballot Notice is being sent to all the 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 11<sup>th</sup> December, 2020.
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 that of the Registrar and Transfer Agent, KFin Technologies Private Limited (“KFin Tech”) at <https://evoting.kfintech.com>.
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 clicking the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
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 11<sup>th</sup> December, 2020 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 remote e-voting period begins on Monday, 21<sup>st</sup> December, 2020 at 9:00 a.m. IST and ends on Tuesday, the 19<sup>th</sup> January, 2021 at 5:00 p.m. IST.
7. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 19<sup>th</sup> January, 2021 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 remote e-voting i.e. 5:00 p.m. IST on 19<sup>th</sup> January, 2021, 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 remote e-voting platform, not later than 20<sup>th</sup> January, 2021. 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, 20<sup>th</sup> January, 2021 in accordance with the regulatory provisions.
10. The result of the Postal Ballot, along with the scrutinizer's report, will be posted on the Company's website [www.pvrcinemas.com](http://www.pvrcinemas.com) and also communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot shall also be placed on the website of KFin Tech: - <https://evoting.kfintech.com> .
11. 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 remote e- voting. Members seeking to inspect such documents can send an email to the Company Secretary at [pankaj.dhawan@pvrcinemas.com](mailto:pankaj.dhawan@pvrcinemas.com).
12. 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 09<sup>th</sup> 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.

### **Instructions for Remote E-Voting**

1. In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, MCA circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer remote e-voting facility. The procedure and instructions for remote e-voting are as follows:
  - (a) The remote e-voting period begins on 21<sup>st</sup> December, 2020 at 9:00 a.m. IST and ends on 19<sup>th</sup> January, 2021 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 11<sup>th</sup> December, 2020 may cast their votes. The remote e-voting module shall be disabled by KFin Tech, for remote e-voting after 05:00 p.m. IST on 19<sup>th</sup> January, 2021.



- (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.
- (c) The shareholders should log on to the e-voting website <https://evoting.kfintech.com>.
- (d) Please contact our toll free no. 1-800-34-54-001 or contact Ms. Shobha Anand at 040 - 67161559 for any further clarification or any grievances that you may face in relation to remote e-voting. In case you have any queries or issues regarding remote e-voting, you may refer to the Frequently Asked Questions and e-voting manual available at <https://evoting.kfintech.com> under help section or write an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

2. The process and manner for remote e-voting is as under:

- I. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- II. Shareholders of the Company holding the shares either in physical form or in dematerialised form, as on the cut-off date i.e. 11<sup>th</sup> December, 2020 may cast their vote.
- III. Enter the login credentials (i.e. User ID and password mentioned in your email) and Your Folio No. /DP ID-Client ID will be your User ID. However, if you are already registered with KFin Tech for e-voting, you can use your existing User ID and password for casting your vote.

User ID:

**For Members holding shares in Demat form:**

- a. For NSDL: 8 character DP ID followed by 8 digit Client ID
- b. For CDSL: 16 digits Beneficiary ID/Client ID

**For Members holding shares in Physical form:**

Event No. 5781 (EVENT) followed by Folio No. registered with the Company.

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

- IV. After entering these details appropriately, click on “LOGIN”.
- V. You will now reach “Password Change Menu” wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- VI. You need to login again with the new credentials.

- VII. On successful login, the system will prompt you to select the “EVENT” i.e. PVR Limited.
- VIII. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- IX. Members holding shares under multiple folios/ demat accounts are requested to vote separately for each of their folios/ demat accounts.
- X. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the resolution.
- XI. Corporate/institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant board resolution/authority letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer through e-mail at: aruncs.gupta@gmail.com with a copy marked to einward.ris@kfintech.com. The scanned image of the above mentioned documents should be in the naming format “PVR\_ 5781”.

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

**ITEM NO. 1:**

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Sections 23, 41, 42 and 62(1)(c) of the Companies Act, 2013, any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of special resolution.

The board was requested to consider and approve an equity fund raising plan for an amount not exceeding ₹ 800 crores (Rupees Eight Hundred Crores only) through issue of securities by way of a private placement, including a QIP (as defined hereunder) or by way of preferential allotment or issuance of American Depositary Receipts (“**ADRs**”)/ Global Depositary Receipts (“**GDRs**”)/ foreign currency convertible bonds (“**FCCBs**”) issuances or through any other permissible mode or any combination thereof. Accordingly, the Board has, subject to approval of the shareholders, approved by its resolution dated December 18, 2020 that the Company will in one or more tranches, issue equity shares of the Company with a face value of ₹ 10 each (the “**Equity Shares**”), Equity Shares against which ADRs and GDRs , FCCBs and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/or non-convertible debt instruments along with warrants, or any combination thereof, whether Rupee denominated or denominated in foreign currency

("Securities"), to such eligible investors including qualified institutional buyers (as defined in the SEBI ICDR Regulations) ("QIBs"), eligible foreign/non-resident investors and/or any other category of investors whether or not such investors are members of the Company, as the Board may determine in accordance with applicable law, by way of a qualified institutions placement in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") (such issue, a "QIP"), or by way of preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations or ADR/ GDR/ FCCB issuances or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, by the issue of a placement document/ offering circulars / information memoranda / prospectuses /offer documents, and any addenda or corrigenda thereto, as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead managers and other advisors, all in accordance with applicable laws. The Company intends to issue Securities for an aggregate amount not exceeding ₹ 800 Crores (Rupees Eight Hundred Crores only).

This special resolution seeks to enable the Board (including any duly authorized committee thereof) to indicate a QIP/ preferential allotment/ issue of depository receipts or issue of foreign currency convertible bonds or such other permissible mode or combinations thereof in accordance with the applicable laws for the purposes mentioned above, without the need for fresh approval from the members.

**Purpose/ objects of the fund raise:** Our Company proposes to utilize the funds raised through the proposed issuance for reducing the debt on the balance sheet as well as for other general corporate purposes, including without limitation, funding any acquisition(s), funding long and short term working capital requirements, reduction of debt, capital expenditure and any other corporate exigencies.

**Basis or Justification of Price:** In the case of QIP, the pricing of the Securities shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the SEBI ICDR Regulations. The "Relevant Date" for this purpose, will be the date when the Board or a duly authorized Committee thereof decides to open the issue, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of such convertible securities subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

In the case of issuance of FCCBs or ADRs/GDRs, the pricing shall be determined in accordance with the relevant provisions of applicable laws. The Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue. As the Issue may result in the issue of Securities of the Company to Investors who may or may not be members of the Company, consent of the members is being sought by way of a special resolution, pursuant to Sections 42 and 62 and other applicable provisions, if any, of the Companies Act and any other law for the time being in force and as may be applicable.

The special resolution also enable the Board to issue Securities in tranches, at such times, at such prices and to such person(s) as the Board deems fit, in accordance with applicable law.

The detailed terms and conditions for the offer will be determined by the Board or by a committee thereof in consultation with the book running lead manager(s) and other advisors appointed in relation to the proposed QIP, and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law. The Equity Shares allotted will be listed and traded on Stock Exchanges where Equity Shares of the Company are currently listed, i.e. the National Stock Exchange of India Limited and BSE Limited subject to obtaining necessary approvals. The offer, issue, allotment of the Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has not allotted any securities on a preferential basis in the current year.

The Promoters, Directors or key management persons of the Company or their relatives may be deemed to be concerned or interested in the resolution to the extent of shares held by them in the Company.

The Board recommends the Resolution as set out above for your consideration and approval by way of a special resolution.

**By Order of the Board  
For PVR Limited**

**Place: Gurugram  
Date: December 18, 2020**

**Pankaj Dhawan  
Company Secretary  
Membership No. F3170**