

20<sup>th</sup> February, 2024

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
BandraKurla 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: 022-22723121/1278

**Company Code: PVRINOX/ 532689**

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

Dear Sir/Madam,

In Compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached a copy of the Postal Ballot Notice ("Notice") together with the Explanatory Statement thereto for seeking approval of the members of the Company by way of special resolution for the special business as mentioned in the above said notice.

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. 22/2022 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, 2/2022 dated May 5, 2022, Circular No.10/2022 dated December 28, 2022 and Circular No.09/2023 dated September 25, 2023, this 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, 16<sup>th</sup> February, 2024** ("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 Wednesday, 21<sup>st</sup> February, 2024 and ends at 5.00 p.m. (IST) on Thursday, 21<sup>st</sup> March, 2024. The result of the voting will be announced on or before 05.00 P.M. on Friday, 22<sup>nd</sup> March, 2024.

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

Yours faithfully  
For **PVR INOX Limited**

**Mukesh Kumar**  
**SVP - Company Secretary**  
**& Compliance Officer**

Encl: A/a

**PVR INOX LIMITED** (Formerly known as PVR Limited)



**PVR INOX LIMITED**

(Formerly known as PVR Limited)

**Registered Office: 7th Floor, Lotus Grandeur Building, Veera Desai Road,  
Opposite Gundecha Symphony, Andheri (West), Mumbai – 400053**  
**Corporate Office: Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase –  
III, Gurugram – 122002, Haryana**  
**Tel: +91-124 -4708100, Fax - +91-124 -4708101**  
**Website: [www.pvrcinemas.com](http://www.pvrcinemas.com)**  
**CIN: L74899MH1995PLC387971**

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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 108,110 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. 22/2022 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, 2/2022 dated May 5, 2022, Circular No.10/2022 dated December 28, 2022 and Circular No.09/2023 dated September 25, 2023 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 and other applicable provisions, that the resolutions appended below are proposed to be passed by the members of PVR INOX Limited (“**the Company**”) through postal ballot by way of remote e-voting process (“**e-voting**”) only. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the appended resolutions setting out the material facts and the reasons thereof along with instructions for remote e-voting, are 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 members 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 Thursday, 21<sup>th</sup> March, 2024 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 THE APPOINTMENT OF MR. DINESH KANABAR (DIN 00003252) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 (**“Act”**) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) read with Regulations 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), read with Schedule IV to the Act, Articles of Association of the Company, Mr. Dinesh Kanabar (DIN 00003252) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee of the Company, and has submitted a declaration confirming that he meets the criteria of Independence under section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f 10<sup>th</sup> February, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Act and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of SEBI (LODR) Regulations, Mr. Dinesh Kanabar be paid such fees and remuneration as the Board of Directors of the Company (including any Committee thereof) may approve from time to time subject to prescribed limits or as may be prescribed from time to time under the Act.

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

**ITEM NO. 2**

**TO APPROVE THE APPOINTMENT OF MR. SHISHIR BAIJAL (DIN 00089265) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) read with Regulations 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), read with Schedule IV to the Act, Articles of Association of the Company, Mr. Shishir Baijal having (DIN 00089265) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee of the Company, and has submitted a declaration confirming that he meets the criteria of Independence under section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f 10<sup>th</sup> February, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Act and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of SEBI (LODR) Regulations, Mr. Shishir Baijal be paid such fees and remuneration as the Board of Directors of the Company (including any Committee thereof) may approve from time to time, subject to prescribed limits or as may be prescribed from time to time under the Act.

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

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

**Sd/-**

**Mukesh Kumar  
Company Secretary  
Membership No. A17925**

**Place: Gurugram  
Date: 8<sup>th</sup> February, 2024**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, stating all material facts relating to the aforesaid Resolutions and reasons thereof is annexed hereto and forms part of this Notice.
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 Depositories/KFIN Technologies Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, 16<sup>th</sup> day of February, 2024.
3. 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](mailto: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 Friday, 16<sup>th</sup> day of February, 2024 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 Wednesday, 21<sup>st</sup> February, 2024 at 9:00 a.m. (IST) and ends on Thursday, 21<sup>st</sup> March, 2024 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 e-voting i.e. Thursday, 21<sup>st</sup> March, 2024 and as if the same had been passed at a General Meeting of the Members convened in that behalf.
8. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates, LLP having FCS No. F8488, and CP No. 13700 as the Scrutinizer for the purpose of conducting business through Postal Ballot in a fair and transparent manner and has appointed NSDL for providing facility of e-voting to the Members of the Company.
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 Friday, 22<sup>nd</sup> day of March, 2024. The Chairman or any person so authorized by him, shall announce the results of the Postal Ballot on or before 05:00 P.M. (IST) Friday, 22<sup>nd</sup> day of March, 2024 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](http://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 for inspection electronically 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](mailto:cosec@pvrcinemas.com).

**Attention of the individual shareholders holding the securities in demat mode is also brought to recent SEBI Master circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023. 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 applicable provisions of the Act read with rules, Master circular dated 11<sup>th</sup> July, 2023 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 Wednesday, 21<sup>st</sup> February, 2024 at 9:00 a.m. (IST) and ends on Thursday, 21<sup>st</sup> March, 2024 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 Friday, 16<sup>th</sup> February, 2024 may cast their votes. The remote e-voting module shall be disabled by NSDL, for e-voting after 05:00 p.m. (IST) on Thursday, 21<sup>st</sup> March, 2024.
- (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. Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates, LLP having FCS No. F8488, and CP No. 13700, Practicing Company Secretaries as a Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- ii. In pursuant to SEBI Master circular no. **SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023** 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 Wednesday, 21<sup>st</sup> February, 2024 at 9:00 a.m. (IST) and ends on Thursday, 21<sup>st</sup> March, 2024 at 5:00 p.m. (both days inclusive).
- 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 Friday, 16<sup>th</sup> February, 2024.
- 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 e-Voting for Individual shareholders holding securities in demat mode:**

In terms of SEBI Master circular dated 11<sup>th</sup> July, 2023 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:

| <b>Type of shareholders</b>   | <b>Login Method</b>   |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |



|   |   |
|---|---|
|   | <ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="742 1019 1252 1310" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store      Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the</li> </ol>  |



|  |  |
|--|--|
|  | <p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| 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.  |

**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.**

| <b>Login type</b>  | <b>Helpdesk details</b>  |
|--|--|
| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000                    |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

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

**How to Log-in to NSDL e-Voting website?**

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.  
*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. 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 :

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                       | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 127913 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 8digit 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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. 127913 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 [dpv@dpvassociates.com](mailto:dpv@dpvassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) latest by 5:00 p.m. on Thursday, 21<sup>st</sup> March, 2024 . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto: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](mailto:einward.ris@kfintech.com)/[cosec@pvrcinemas.com](mailto: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](mailto:einward.ris@kfintech.com)/[cosec@pvrcinemas.com](mailto: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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master circular dated **11<sup>th</sup> July, 2023** 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. 01:**

The Board of Directors of the Company on 8th February, 2024, upon recommendation of Nomination and Remuneration Committee (“NRC/Committee”) and subject to approval of the members of the Company, appointed Mr. Dinesh Kanabar as an Additional Director, in the capacity of Independent Director, for a term of five consecutive years w.e.f 10<sup>th</sup> February, 2024.

In terms of Regulation 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, (**‘SEBI LODR Regulations’**) listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of members is sought for appointment of Mr. Dinesh Kanabar as an Independent Director. The Company has received the requisite consents, declarations, etc. from Mr. Dinesh Kanabar in relation to his appointment. Further, the Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company.

Mr. Dinesh Kanabar is the founder, CEO and Designated Partner of Dhruva Advisors, LLP, which is a leading Business Advisory firm in India. He was the Deputy CEO of KPMG India, Chairman of KPMG’s tax practice, Deputy CEO of RSM & Co and Head Tax and Regulatory at PricewaterhouseCoopers.

Mr. Kanabar is winner of **“Asia Tax Practice Leader of the Year- 2020”**, a stalwart in the industry and has over the decades been recognised by his peers as amongst the top tax advisors in India. He was a member of the Rangachary Committee constituted by the Prime Minister of India to deal with tax reforms in the IT/ITES sector and for evolving Safe Harbour Rules. Mr. Kanabar is a member of the National Executive Committee of FICCI and is currently a mentor of the FICCI Committee on Taxation. He is also a member of the Body of Trade formed by Ministry of Commerce and Industry.

Mr. Kanabar is currently Director on the Boards of some of the largest and most prestigious organizations in the country like Jio Platforms Limited (RIL Group) and Adani Green Energy Limited. He is also on the Board of Shiv Nadar University in Chennai.

The Nomination and Remuneration Committee has noted that the profile of Mr. Dinesh Kanabar is in line with the Board Skill Matrix for appointment of Independent Directors of the Company. Further, in the opinion of the Board of Directors, he fulfils the conditions for appointment as an Independent Director, as prescribed under the Act and the SEBI LODR Regulations.

The Board of Directors also considered that Mr. Dinesh Kanabar is one of the best tax advisors in India and expert on regulatory matters. The Board noted that Mr. Dinesh Kanabar's background and experience are aligned to the role and capabilities identified by the NRC and he is eligible for appointment as an Independent Director. In view of the above, the association with Mr. Kanabar would benefit the Company.

Brief profile and other details of Mr. Kanabar as required under the SEBI LODR Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure - 1**.

Copy of the letter of appointment setting out the terms and conditions of appointment of Mr. Dinesh Kanabar is available under the investor section on the website of the Company for inspection by Members of the Company.

The Board of Directors recommend the Special Resolution for appointment of Mr. Dinesh Kanabar as an Independent Director for approval by the Members for a term of five consecutive years w.e.f. 10<sup>th</sup> February, 2024.

Save and except Mr. Dinesh Kanabar, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out under Item No. 1 of this Notice.

#### **ITEM NO. 02:**

The Board of Directors of the Company on 8th February, 2024, upon recommendation of Nomination and Remuneration Committee ("NRC/Committee") and subject to approval of the members of the Company, appointed Mr. Shishir Baijal as an Additional Director, in the capacity of Independent Director, for a term of five consecutive years w.e.f 10<sup>th</sup> February, 2024.

In terms of Regulation 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, (**'SEBI LODR Regulations'**) listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of members is sought for appointment of Mr. Shishir Baijal as an Independent Director. The Company has received the requisite consents, declarations, etc. from Mr. Shishir Baijal in relation to his appointment. Further, the Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company.

Mr. Baijal is a distinguished professional currently serving as the Chairman and Managing Director of Knight Frank India where he oversees a dynamic team of more than 1,600 real estate professionals. Mr. Baijal was the Managing Partner at Everstone Capital Advisors Private Limited (ECAP) where under his leadership, ECAP deployed nearly USD 690 millions across diverse real estate asset classes. Mr. Baijal has also served as the CEO of erstwhile INOX Leisure Limited from January 2001 till May 2005, where he accelerated the roll out of INOX chain across India.

Mr. Shishir Baijal actively engages in various assignments, sharing his expertise in consulting and valuation, transactions and management of various companies and

possesses expertise, knowledge and relevant skills in the area of investment advisory, commercial office transaction and global prime property transactions in India.

With an expansive career spanning over four decades, Mr. Baijal's varied experience across sectors has contributed significantly to the growth of his associated organizations' diverse businesses in the areas of investment advisory, commercial office transactions and global prime property transactions. In his current role with Knight Frank India, he actively engages in various assignments, sharing his expertise in consulting and valuation, transactions, and management.

The Nomination and Remuneration Committee has noted that the profile of Mr. Shishir Baijal is in line with the Board Skill Matrix for appointment of Independent Directors of the Company. Further, in the opinion of the Board of Directors, he fulfils the conditions for appointment as an Independent Director, as prescribed under the Act and the SEBI LODR Regulations.

The Board of Directors also considered that Mr. Shishir Baijal is an expert and distinguished professional in the field of real estate and related matters. The Board noted that Mr. Shishir Baijal's experience is aligned to the role and capabilities identified by the NRC and he is eligible for appointment as an Independent Director. In view of the above, the association with Mr. Baijal would benefit the Company.

Brief profile and other details of Mr. Shishir Baijal as required under the SEBI LODR Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure - 1**.

Copy of the letter of appointment setting out the terms and conditions of appointment of Mr. Shishir Baijal is available under the investor section on the website of the Company for inspection by Members of the Company.

The Board of Directors recommend the Special Resolution for appointment of Mr. Shishir Baijal as an Independent Director for approval by the Members for a term of five consecutive years w.e.f. 10<sup>th</sup> February, 2024.

Save and except Mr. Shishir Baijal, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out under Item No. 2 of this Notice.



**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

**(Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)**

| <b>Particulars</b>   | <b>Mr. Dinesh Kanabar</b>   | <b>Mr. Shishir Bajjal</b>  |
|--|---|--|
| Director Identification Number (DIN)                               | 00003252  | 00089265   |
| Date of Birth (Age)  | 28 <sup>th</sup> September, 1958<br>(65 Years)  | 6 <sup>th</sup> March, 1959<br>(64 Years)  |
| Date of first Appointment  | 10 <sup>th</sup> February, 2024   | 10 <sup>th</sup> February, 2024  |
| Qualification/ Brief Resume  | Member of The Institute of Chartered Accountants of India   | Bachelor's degree in Economics with Honors from Shri Ram College of Commerce, Delhi University and Master's degree in Business Administration from Bond University, Gold Coast, Australia  |
| Expertise in specific functional areas                             | Mr. Dinesh Kanabar possesses expertise, knowledge and relevant skills in area of taxation and regulatory. For more details kindly refer Item No.1 of the Explanatory Statement. | Mr. Shishir Bajjal has the expertise and skills in the area of real estate-investment advisory, commercial office transactions and global prime property transactions, leisure and hospitality industry. For more details kindly refer Item No.2 of the Explanatory Statement. |
| Terms and conditions of appointment                                | Kindly refer Resolution No. 1   | Kindly refer Resolution No. 2  |
| Details of remuneration and remuneration last drawn                | Not Applicable  | Not Applicable   |
| Details of remuneration sought to be paid                          | Sitting fee as per the limits approved by the Board of Directors.   | Sitting fee as per the limits approved by the Board of Directors.  |
| Directorship held in other companies (excluding foreign companies) | 1. Adani Green Energy Limited<br>2. Jio Platforms Limited   | 1. Knight Frank (India) Private Limited<br>2. Knight Frank Property Services Private Limited   |

|   |  |   |
|---|--|---|
| Listed entities from which director has resigned in past 3 years  | NIL  | NIL   |
| Committees membership/ chairmanships held in other companies (excluding foreign companies)  | 1. Adani Green Energy Limited – Member of Audit Committee<br>2. Jio Platforms Limited - Member Nomination & Remuneration Committee | Knight Frank (India) Private Limited - Member of Corporate Social Responsibility Committee  |
| Number of shares/Convertible Instrument, either in individual capacity or on a beneficial basis, held in the Company, as on the date of appointment | Not Applicable   | Not Applicable  |
| Membership/ Chairmanships of Committees of the Board  | 1. Audit Committee – Chairman<br>2. Nomination & Remuneration Committee – Member   | 1. Risk Management Committee – Chairman<br>2. Nomination & Remuneration Committee – Member<br>3. Stakeholder Relationship Committee – Member<br>4. Corporate Social Responsibility - Member |
| Relationship with any Director(s), Manager(s) and other Key Managerial Personnel of the Company   | None   | None  |
| Skills and capabilities required for the role and the manner in which the proposed Independent Directors meets such requirements                    | Kindly refer Item No. 1 of explanatory statement.  | Kindly refer Item No. 2 of explanatory statement  |
| *Number of Board meetings attended during the Financial Year 2023-24<br><br>*appointed w.e.f 10 <sup>th</sup> February, 2024                        | Not Applicable   | Not Applicable  |