

04<sup>th</sup> April, 2023

**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: 022-22723121/1278

**Company Code: PVR / 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. 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 and Circular No.10/2022 dated December 28, 2022, 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, March 31, 2023** (“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, April 05, 2023 and ends at 5.00 p.m. (IST) on Thursday, May 04, 2023. The result of the voting will be announced on or before 05.00 P.M. on Saturday, 06<sup>th</sup> May, 2023.

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

Yours faithfully

For **PVR Limited**

MUKESH  
KUMAR

Digitally signed by MUKESH  
KUMAR  
Date: 2023.04.04 12:28:57  
+05'30'

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

**PVR LIMITED**

Block A, 4th Floor, Building No. 9, DLF Cyber City, Phase - III, Gurgaon 122002 (Haryana) India.  
T: +91 124 4708100 | F: +91 124 4708101 | W: www.pvrcinemas.com  
Regd Office: 7th Floor Lotus Grandeur Building, Veera Desai Road Opposite Gundecha Symphony,  
Andheri (W) Mumbai 400053. CIN: L74899MH1995PLC387971



**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. 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 and Circular No.10/2022 dated December 28, 2022 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 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, 4<sup>th</sup> May, 2023 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. HAIGREVE KHAITAN (DIN 00005290) 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) Rule, 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. Haigreve Khaitan (DIN 00005290) 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, 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, 2023.

**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. Haigreve Khaitan 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. VISHESH CHANDER CHANDIOK (DIN 00016112) 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) Rule, 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. Vishesh Chander ChandioK (DIN 00016112) 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, 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, 2023.

**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. Vishesh Chander ChandioK 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. 3**

### **TO APPROVE THE APPOINTMENT OF MR. AMIT JATIA (DIN 00016871) 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) Rule, 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. Amit Jatia (DIN 00016871) 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, 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, 2023.

**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. Amit Jatia 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.4**

#### **AUTHORISING THE BOARD OF DIRECTORS TO MORTGAGE AND CREATE CHARGE/HYPOTHECATION ON ASSETS OF THE COMPANY FOR A SUM NOT EXCEEDING RS. 3,000 CRORES:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) read with other applicable provisions, if any, of the Companies Act, 2013 and rules, regulations, notifications, directions and clarifications issued thereunder (including any statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authorities and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company (“**Board**”) (which term shall be deemed to include any Committee which the Board may constitute for this purpose), the consent of the Members of the Company be and is hereby accorded to the Board to mortgage and/or charge all or any immovable and/ or movable properties of the Company where-so-ever situate, present and future for securing the borrowings of the Company availed or to be availed, for a sum not exceeding Rs. 3,000 Crores (Rupees Three Thousand Crores).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents as may be required, and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, and also to delegate all or any of the above powers severally to Managing Director, Executive Director , Chief Financial Officer and Company Secretary & Compliance Officer and any other official(s), and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

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

**Place: Gurugram, Haryana  
Date: 16<sup>th</sup> March, 2023**

**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 proposal is 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 Friday 31<sup>st</sup> day of March, 2023.
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 31<sup>st</sup> day of March, 2023 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 Wednesday, 5<sup>th</sup> April, 2023 at 9:00 a.m. (IST) and ends on Thursday, 4<sup>th</sup> May, 2023 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, 4<sup>th</sup> May, 2023 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.
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 Saturday, 6<sup>th</sup> day of May, 2023. 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) Saturday, 6<sup>th</sup> day of May, 2023 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.pvr cinemas.com](http://www.pvr cinemas.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 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.**

### **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, 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 Wednesday, 5<sup>th</sup> April, 2023 at 9:00 a.m. (IST) and ends on Thursday, 4<sup>th</sup> May, 2023 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, 31<sup>st</sup> March, 2023 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, 4<sup>th</sup> May, 2023.
- (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 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 Wednesday, 5<sup>th</sup> April, 2023 at 9:00 a.m. till Thursday, 4<sup>th</sup> May, 2023 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, 31<sup>st</sup> March, 2023.
- 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 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>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.</li> <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></li> </ol>

	<p>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.</p> <p>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.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></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"> <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 system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>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.</li> </ol>

	<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	<p>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.</p>

**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.nsd.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 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.: 123751) 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 user 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. **123751** 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, 04<sup>th</sup> May, 2023. 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 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. 01:**

The Board of Directors of the Company on 10<sup>th</sup> February, 2023, upon recommendation of Nomination and Remuneration Committee (“NRC/Committee”) and subject to approval of the members of the Company, appointed Mr. Haigreve Khaitan 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, 2023.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, (**‘SEBI Listing 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. Haigreve Khaitan as an Independent Director. The Company has received the requisite consents, declarations, etc. from Mr. Haigreve Khaitan in relation to his appointment.

The Nomination and Remuneration Committee has noted that the profile of Mr. Haigreve Khaitan 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 Listing Regulations. The Board of Directors also considered that Mr. Haigreve Khaitan is independent of the management of the Company and possesses expertise, knowledge and relevant skills in area of Legal, Risk Assessment, Private Equity, Governance and Merger and Acquisition, etc. In view of the above, the association with Mr. Haigreve Khaitan is likely to benefit the Company.

Brief profile and other details of Mr. Haigreve Khaitan as required under the SEBI Listing 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. Haigreve Khaitan is available under the investor section on the website of the Company for the inspection by Members of the Company.

Save and except Mr. Haigreve Khaitan, 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.

The Board of Directors recommend the Special Resolution for appointment of Mr. Haigreve Khaitan as an Independent Director for approval by the Members.

**ITEM NO. 02:**

The Board of Directors of the Company on 10<sup>th</sup> February, 2023, upon recommendation of Nomination and Remuneration Committee (“NRC/Committee”) and subject to approval of the members of the Company, appointed Mr. Vishesh Chander Chandiok 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, 2023.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, (**'SEBI Listing 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. Vishesh Chander Chandiok as an Independent Director. The Company has received the requisite consents, declarations, etc. from Mr. Vishesh Chander Chandiok in relation to his appointment.

The Nomination and Remuneration Committee has noted that the profile of Mr. Vishesh Chander Chandiok 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 Listing Regulations. The Board of Directors also considered that Mr. Vishesh Chander Chandiok is independent of the management of the Company and possesses expertise, knowledge and relevant skills in the area of Accounting & Audit, Finance, Risk Management, Compliance and Client Engagement, etc. In view of the above, the association with Mr. Vishesh Chander Chandiok is likely to benefit the Company.

Brief profile and other details of Mr. Vishesh Chander Chandiok as required under the SEBI Listing 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. Vishesh Chander Chandiok is available under the investor section on the website of the Company for the inspection by Members of the Company.

Save and except Mr. Vishesh Chander Chandiok, 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.

The Board of Directors recommend the Special Resolution for appointment of Mr. Vishesh Chander Chandiok as an Independent Director for approval by the Members.

### **ITEM NO. 03:**

The Board of Directors of the Company on 10<sup>th</sup> February, 2023, upon recommendation of Nomination and Remuneration Committee ("NRC/Committee") and subject to approval of the members of the Company, appointed Mr. Amit Jatia 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, 2023.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, (**'SEBI Listing 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. Amit Jatia as an Independent Director.



The Company has received the requisite consents, declarations, etc. from Mr. Amit Jatia in relation to his appointment.

The Nomination and Remuneration Committee has noted that the profile of Mr. Amit Jatia 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 Listing Regulations. The Board of Directors also considered that Mr. Amit Jatia is independent of the management of the Company and possesses expertise, knowledge and relevant skills in the area of Operations, Food & Beverages, Hospitality & Restaurants, Industry Engagement and Industry Advocacy, Strategy & Planning, etc. In view of the above, the association with Mr. Amit Jatia is likely to benefit the Company.

Brief profile and other details of Mr. Amit Jatia as required under the SEBI Listing 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. Amit Jatia is available under the investor section on the website of the Company for the inspection by Members of the Company.

Save and except Mr. Amit Jatia, 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. 3 of this Notice.

The Board of Directors recommend the Special Resolution for appointment of Mr. Amit Jatia as an Independent Director for approval by the Members.

#### **ITEM NO. 04:**

The shareholders of the Company vide its resolution dated 3<sup>rd</sup> July, 2018 has authorized Board of Directors of the Company, to mortgage or create charge/hypothecation on the assets of the company for a sum not exceeding Rs. 2,000 Crores and similarly the shareholders of the erstwhile INOX Leisure Limited ("INOX") vide its resolution dated 10<sup>th</sup> September, 2014 has authorised the Board of Directors of INOX to mortgage or create charge/hypothecation on the assets of INOX for a sum not exceeding Rs. 1,000 Crores. Since recently, the merger of INOX with the Company has concluded, the management is of the view/opinion that the combined business of the Company would require additional funds for smooth operations from time to time. These funds may be taken in the form of secured loans and accordingly, in order to secure these loans, the Company may need to mortgage and/or create charge/hypothecation on its assets, present or future. The management is of the opinion that it would be in the interest of the business to combine the sanction limits already approved by the respective shareholders of the both the Companies to the extent of Rs. 3,000 Crore.

In terms of Section 180(1)(a) of the Act, the Board of Directors of a company, shall obtain the approval of the members by way of Special Resolution to mortgage and/or create charge/hypothecation on its assets present or future.

In view of above, the Board of Directors at its meeting held on 16<sup>th</sup> March, 2023 has recommended to the shareholders for their approval, authorisation to Board of

Directors to mortgage and/or create charge/hypothecation on its all movable and/or immovable properties for a sum not exceeding Rs. 3,000 Crores.

None of the 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. 4 of this Notice.

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

**Place: Gurugram, Haryana  
Date: 16<sup>th</sup> March, 2023**

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

**Annexure -1**

**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. Haigreve Khaitan</b>	<b>Mr. Vishesh Chander Chandiok</b>	<b>Mr. Amit Jatia</b>
Director Identification Number (DIN)	00005290	00016112	00016871
Date of Birth (Age)	13/07/1970 (52 years)	14/11/1974 (48 years)	11/02/1967 (56 years)
Date of first Appointment	10/02/2023	10/02/2023	10/02/2023
Qualification/ Brief Resume	LLB from South Kolkata Law College	Chartered Accountant from the Institute of Chartered Accountants in England and Wales, UK, and holds a Master of Science in Business and Management from the University of Strathclyde, Glasgow, UK.	Degree in Business Administration from the University of Southern California, Los Angeles.
Expertise in specific functional areas	Mr. Haigreve Khaitan is a Partner and heads the Corporate / M&A and Private Equity practice at Khaitan & Co. He advises companies, boards of directors and financial institutions on a wide range of corporate matters, including mergers and acquisitions, private equity investments, corporate governance, corporate	As Chief Executive Officer of Grant Thornton Bharat, Vishesh leads the execution of the Firm's strategy and vision and is responsible for its operations and growth. Over 20 years, Vishesh has been one of the most vocal promoters of the need for Indian family businesses to adopt formal governance structures and succession planning frameworks,	Mr. Amit Jatia has over 25 years of experience of leading and growing the iconic McDonald's brand in India. As Vice-Chairman of Westlife Foodworld Limited, he has provided commendable strategic direction to the company to establish McDonald's as a leader in the QSR space.

	restructuring and other corporate and securities laws matters.	thereby preserving business legacy.	
Terms and conditions of appointment	Five consecutive years with effect from 10 <sup>th</sup> February, 2023 as Independent Director, not liable to retire by rotation	Five consecutive years with effect from 10 <sup>th</sup> February, 2023 as Independent Director, not liable to retire by rotation	Five consecutive years with effect from 10 <sup>th</sup> February, 2023 as Independent Director, not liable to retire by rotation
Details of remuneration and remuneration last drawn	Not Applicable	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Not Applicable	Not Applicable	Not Applicable
Directorship held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> <li>1. Ceat Limited</li> <li>2. JSW Steel Limited</li> <li>3. Torrent Pharmaceuticals Limited.</li> <li>4. Tech Mahindra Limited</li> <li>5. Mahindra &amp; Mahindra Limited</li> <li>6. Borosil Renewables Limited</li> <li>7. JIO Platforms Limited</li> <li>8. V S Trustee Private Limited</li> <li>9. New Democratic Electoral Trust</li> </ol>	<ol style="list-style-type: none"> <li>1. GT Protec Consultants Private Limited</li> <li>2. Ashish Finstock Private Limited</li> <li>3. VC Consultants Group Unlimited</li> <li>4. Grant Thornton Advisory Private Limited</li> <li>5. Unravel Business Services Private Limited (formerly known as Chandiok's Addapptive Learning Solutions Private Limited)</li> <li>6. Walker Hotels Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. V I P Industries Limited</li> <li>2. Westlife Foodworld Limited</li> <li>3. Anand Veena Twisters Private Limited</li> <li>4. ADMAS Industries Private Limited</li> <li>5. Subh Ashish Exim Private Limited</li> <li>6. Horizon Impex Private Limited</li> <li>7. Ronald McDonalds House Charities Foundation India (RMHC India)</li> </ol>
Listed entities from which director has resigned in past 3 years	NIL	NIL	NIL

<p>Committees membership/ chairmanships held in other companies (excluding foreign companies)</p>	<p><b>1. JSW Steel Limited</b> Member of Audit Committee, Share Allotment Committee and JSWSL ESOP Committee.</p> <p><b>2. Torrent Pharmaceuticals Limited</b> Member of Audit Committee, Nomination &amp; Remuneration Committee. Chairman of Securities Transfer and Stakeholders Relationship Committee and Risk Management Committee</p> <p><b>3. Tech Mahindra Limited</b> Member of Audit Committee, Corporate Social Responsibility Committee, Investment Committee. Chairman of Stakeholders Relationship Committee and Securities Allotment Committee</p> <p><b>4. Mahindra &amp; Mahindra Limited</b> – Member of Governance, Nomination and Remuneration Committee, Loans and Investment Committee, Sale of Assets Committee, Audit Committee and Risk Management Committee. Chairman of Stakeholders Relationship Committee</p>	<p>NIL</p>	<p><b>1. Westlife Foodworld Limited</b> Member of Audit Committee, Stakeholders Relationship Committee</p> <p><b>2. V.I.P Industries Limited</b> – Member of Audit Committee, Nomination and Remuneration Committee and Chairperson of Stakeholders Relationship Committee</p>
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	<p><b>5. Borosil renewables Limited</b> – Member of Audit Committee, Nomination &amp; Remuneration Committee and Acquisition Oversight Committee</p> <p><b>6. JIO Platforms Limited</b> Member of Audit Committee</p>		
Number of shares/Convertible Instrument, either in individual capacity or on a beneficial basis, held in the Company, as on the date of appointment	NIL	NIL	NIL
Membership/ Chairmanships of Committees of the Board	<ul style="list-style-type: none"> <li>➤ Member of Audit Committee; and</li> <li>➤ Nomination and Remuneration Committee</li> </ul>	<ul style="list-style-type: none"> <li>➤ Member of Audit Committee; and</li> <li>➤ Risk Management Committee</li> </ul>	<ul style="list-style-type: none"> <li>➤ Member of Nomination Remuneration Committee,</li> <li>➤ Stakeholders Relationship Committee; and</li> <li>➤ Corporate Social Responsibility Committee</li> </ul>
Relationship with any Director(s), Manager(s) and other Key Managerial Personnel of the Company	None	None	None
*Number of Board meetings attended	1	1	1

during the Financial Year 2022-23  *appointed w.e.f 10 <sup>th</sup> February, 2023			
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