

August 31, 2018

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
BandraKurla 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

Sub: Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that notices in respect of 23rd Annual General Meeting of PVR Limited to be held at Mapple Emerald, Rajokri, NH-8, New Delhi-110038 on Thursday, 27th September, 2018 at 10.30 A.M have been sent today.

A copy of the Notice of 23rd Annual General Meeting of the Company for the financial year 2017-18, is enclosed.

This is for your information and records.

Thanking you.

Yours truly
For PVR Limited

Pankaj Dhawan
Company Secretary cum Compliance Officer

PVR LIMITED

(CIN: L74899DL1995PLC067827)

Registered office: 61, Basant Lok, Vasant Vihar, New Delhi – 110057

Email: cosec@pvr Cinemas.com, Website: www.pvr Cinemas.com

Phone: 0124 4708100; Fax: 0124 4708101

Notice of the Annual General Meeting

NOTICE is hereby given that the **23rd Annual General Meeting of PVR LIMITED** will be held at **Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038** on **Thursday, the 27th September 2018 at 10:30 A.M.** to transact the following businesses:

ORDINARY BUSINESS

Item No. 1- To consider and adopt (a) the audited standalone financial statements of the company for the financial year ended 31st March 2018, the report of the Board of Directors and Auditors thereon and (b) the audited consolidated financial statements of the company for the financial year ended 31st March 2018 and the report of auditors thereon and in this regard, pass the following resolution(s) as an Ordinary Resolution(s):

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

“RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No. 2- To declare a final Dividend of Rs. 2/- per Equity Share of Rs. 10/- each for the Financial Year 2017-18 and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT final dividend at the rate of Rs. 2/- (Rupees Two) per equity share of Rs. 10/- (Rupees Ten) each recommended by the Board of Directors of the Company at its meeting held on May 4, 2018, be and is hereby declared & confirmed for payment as final dividend for the financial year ended March 31, 2018.”

Item No. 3- To appoint a Director in place of **Mr. Sanjeev Kumar (DIN 00208173)** who retires by rotation and being eligible offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sanjeev Kumar (DIN 00208173), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

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

**Place: Gurugram
Date: 25th July, 2018**

**Pankaj Dhawan
Company Secretary**

NOTES:

- To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with Depositories/Company for the dispatch of*

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Annual Report, Notice and all other documents issued by Company from time to time.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY STAMPED, COMPLETED AND SIGNED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED HEREWITH.** Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholders.
 3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
 4. In order to determine the entitlement for payment of Dividend, if declared, at the Annual General Meeting of the Company, the Register of Members and Share Transfer Books of the Company shall remain closed from 20th September, 2018 (Thursday) to 27th September, 2018 (Thursday) (both days inclusive).
 5. The dividend as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting will be paid to those members whose names stand registered on the Company's Register of Members.
 - a) as Beneficial Owners as at the end of the business hours on Wednesday, 19th September, 2018 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) in respect of shares held in dematerialized form.
 - b) as Members in the Register of Members of the Company after giving effect to valid shares transfer lodged with the Company on or before Wednesday, 19th September, 2018.
6. **Queries, if any, regarding accounts may please be sent to the Company Secretary at least 10 days before the date of Annual General Meeting so as to enable the Company to suitably reply.**
7. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of their attendance at the meeting.
8. **Members holding shares in Demat/physical form are requested to notify any change in address, bank mandates, if any, and their E-mail ID for dispatch of Annual Reports and all other information, correspondences to the Company's Registrar and Share Transfer Agent Karvy Computershare Private Limited, by E-mail at einward.ris@Karvy.com at their address at Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.**
9. **Members are requested to bring their Attendance Slips to the Meeting.**
10. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the shares held by them.
11. Members/ Proxies may also please note that only Tea/Coffee will be served and no Gift will be distributed at the venue of Annual General Meeting or elsewhere.
12. Children who are not members of the Company would not be allowed to attend the Annual General Meeting.
13. Documents relating to any of the items mentioned in the Notice are open for inspection at the Registered Office of the Company on any working day during business hours prior to the date of meeting and also at the meeting.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

15. The Register of Contacts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

16. Members are requested to note that dividend not encashed or remaining unclaimed for a period of 7(seven) years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred under Section 124 of the Companies Act 2013 to the Investor Education and Protection Fund ("IEPF"), established under corresponding to Section 125 of the Companies Act 2013. Further pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

It is in the Members interest to claim any un encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the investor's account on time.

17. Members who have not yet encashed the dividend warrant(s) from the financial year ended March 31, 2011 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company up to the year ended on March 31, 2010, have been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website. Members are requested to contact Karvy Computershare Private Limited, Unit: PVR Limited, Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Serilingampally Mandal, Hyderabad – 500 032, the Registrar and Share Transfer Agents of the Company to claim the unclaimed / unpaid dividends.

18. Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges in respect of the Directors seeking appointment at the AGM, forms integral part of the notice. The Director has furnished the requisite declaration to the company.

19. The Company is providing facility for voting by electronic means and the business may be

transacted through such voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote voting") will be provided by Karvy. The facility for voting through polling paper shall be made available at the meeting and member attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The E-Voting is open between 9.00 A.M. to 5.00 P.M. for four days from 23rd September, 2018 to 26th September, 2018 (both days inclusive). The Company has appointed Mr. Arun Kumar Gupta, a Practicing Company Secretary based in New Delhi as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. Please read and follow the instructions on e-voting enumerated below. The results declared along with scrutinizer's report shall be placed on the website of the company and on the website of the agency i.e. Karvy Computershare Private Limited within two days of passing the resolution at the 23rd Annual General Meeting of the company. Subject to the receipt of required votes, the resolution shall be deemed to be passed on the date of the Annual General Meeting of the Company.

20. Shareholders of the Company holding the shares either in physical form or in dematerialised form, as on the cut-off date i.e. 19th September, 2018 may cast their vote electronically.

For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialised form as on 17th August, 2018, has been considered. Members who have acquired shares after 17th August, 2018 and before 19th September, 2018 may approach the Company/Karvy for issuance of the User ID and Password exercising their right to vote by electronic means.

The procedure and instructions for e-voting are as follows:

- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'

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- ii. Enter the login credentials (i.e., user-id & password) mentioned on the Ballot Form. Your folio DP/Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- For NSDL :- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. 4078 followed by Folio Number registered with the company
Password	Your Unique password is sent via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. Please contact our toll free No. **1-800-34-54-001** for any further clarifications.

Members can cast their vote online from 23/09/2018 to 26/09/2018.

- iv. After entering these details appropriately, click on “LOGIN”.

Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you

to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

You need to login again with the new credentials.

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

If you are holding shares in Demat form and had logged on to “https://evoting.karvy.com” and casted your vote earlier for any company, then your exiting login id and password are to be used.

On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'

After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

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

Corporate/Institutional Members (corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to aruncs.gupta@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name_ Event no. 4078”

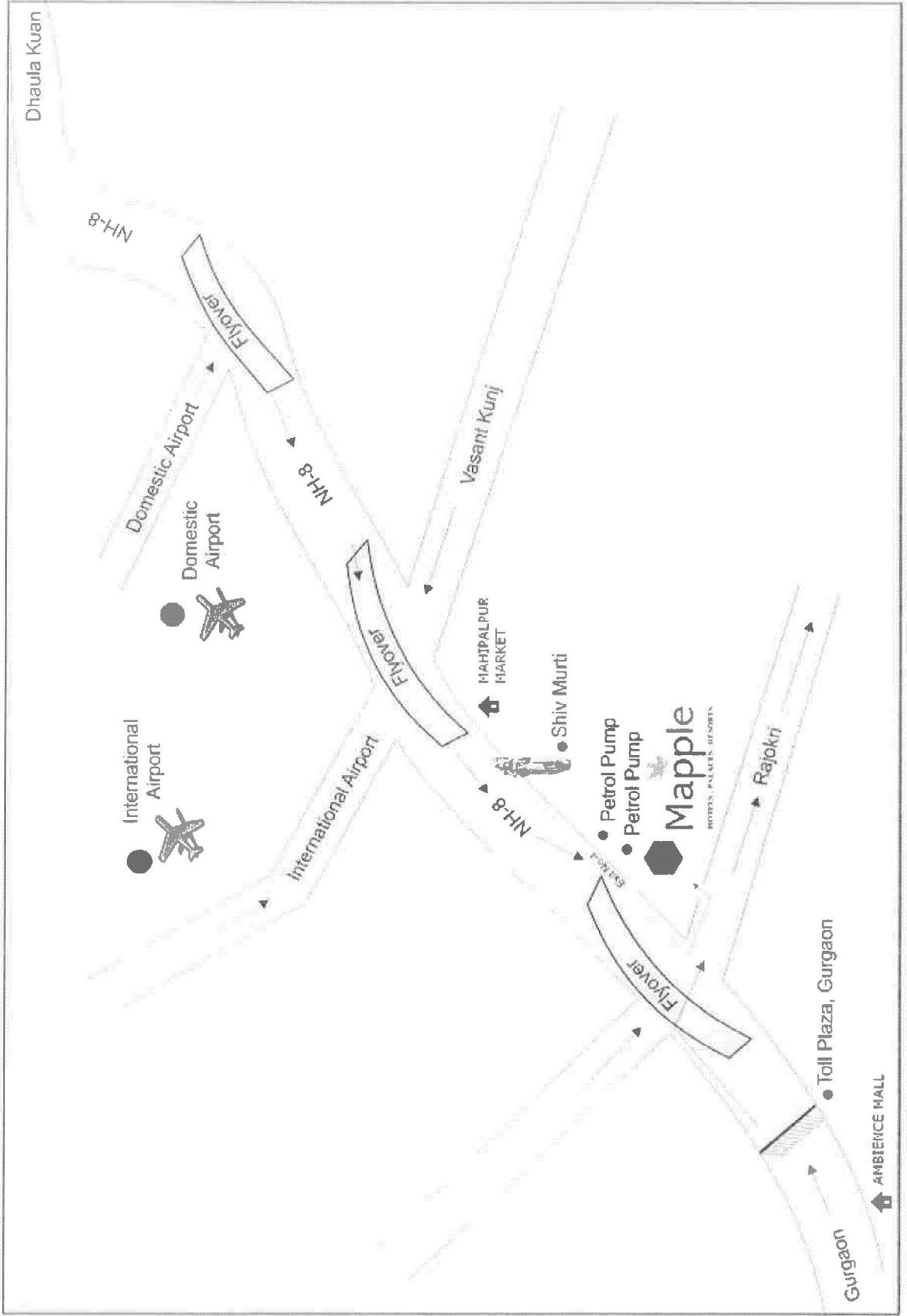
I. Details of Directors seeking appointment / Re-appointment at the Annual General Meeting

Particulars	Mr. Sanjeev Kumar
Date of Birth	1 st April, 1972
Date of Appointment	Since inception
Qualification	Masters degree in Business Administration from University of London
Expertise in specific functional areas	Has over 20 years of experience in the film exhibition industry. Has been instrumental in setting up PVR's relation with various Hollywood Studios including Miramax, Newline, IEG and Zee MGM.
Directorship held in other companies (excluding foreign companies)	PVR Pictures Limited, Zea Maize Private Limited, Priya Exhibitors Private Limited.
Number of shares held in the Company	37,28,892
Membership/ Chairmanships of Committees of the Board	Refer to Report on Corporate Governance
Relationship with any Director(s) of the Company	None

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

**Place: Gurugram
Date: 25th July, 2018**

**Pankaj Dhawan
Company Secretary**



PVR Limited

CIN: L74899DLI995PLC067827

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

Email Id: cosec@pvrcinemas.com, Website: www.pvrcinemas.com,

Tel No.: +91 124 4708100 Fax: +91 124 4708101

ATTENDANCE SLIP

DP ID No.	Regd. Folio No.
No. of Shares	Client ID No.
User ID:	Password:

I/We record my/our presence at the 23rd Annual General Meeting of the Company at Mapple Emerald, Rajokri, National Highway-8, New Delhi – 110 038 on Thursday, the 27th September, 2018 at 10:30 A.M. or at any adjournment thereof.

- Name of the Member: 1. Mr./Mrs./Miss _____
And Joint Holder (s) 2. Mr./Mrs./Miss _____
(In block letters) 3. Mr./Mrs./Miss _____
- Address: _____
- Name of Proxy Mr./Mrs./Miss _____

Signature of the Proxy

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

PVR Limited

CIN: L74899DLI995PLC067827

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

Email Id: cosec@pvrcinemas.com, Website: www.pvrcinemas.com,

Tel No.: +91 124 4708100 Fax: +91 124 4708101

FORM NO. MGT - 11 PROXY FORM

(Pursuant to Section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014

CIN	L74899DLI005PLC067827
Name of the Company	PVR LIMITED
Registered Office	61, Basant Lok, Vasant Vihar, New Delhi – 110057
Name of the Member(s)	
Registered Address	
Email Id	
Folio No. / Client Id	
DP ID	

I/We being the Member(s) of _____ shares of the above named company, hereby appoint

- Name _____
Address _____
E-mail Id _____
Signature _____ (or failing him)
- Name _____
Address _____
E-mail Id _____
Signature _____ (or failing him)
- Name _____
Address _____
E-mail Id _____
Signature _____

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Thursday, the 27th September, 2018 at 10:30 A.M. at **Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038** and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Matter of Resolution	For	Against
1	To consider and adopt (a) the audited standalone financial statements of the company for the financial year ended 31st March 2018, the report of the Board of Directors and Auditors thereon and (b) the audited consolidated financial statements of the company for the financial year ended 31st March 2018 and the report of auditors thereon.		
2	To declare a final Dividend of Rs. 2/- per Equity Share for the Financial Year 2017-18.		
3	To appoint a Director in place of Mr. Sanjeev Kumar (DIN 00208173) who retires by rotation and being eligible offers himself for re-appointment.		

Signed thisday of2018

Signature of Shareholder.....

Signature of Proxy Holder(s).....

Revenue Stamp of Re //-

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting i.e. latest by 10.30 A.M on Tuesday, the 25th September, 2018)