

February 23, 2016

**National Stock Exchange 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: PVR / 532689**

The Board of Directors of the Company has approved through Resolution by Circulation the notice of Postal Ballot for the purpose of obtaining the approval of the members of the company for the waiver of Remuneration paid to Managing Personnels of the Company for the Financial Year 2014-15, beyond the prescribed limits under the Companies Act, 2013 subject to the approval by the Central Government.

A copy of the same is attached herewith.

This is for your information and to all concerned.

Thanking you,

For **PVR Limited**

  


**Pankaj Dhawan**  
**Sr. VP-Secretarial**

Encl: A/a



## **PVR LIMITED**

**Registered Office: - 61, Basant Lok, Vasant Vihar, New Delhi – 110 057**  
**Corporate Office – Block A, 4<sup>th</sup> Floor, Building No. 9A, DLF Cyber City,**  
**Phase – III, Gurgaon – 122002**  
**T – +91-124 -4708100, Fax - +91-124 -4708101**  
**Website – www.pvrcinemas.com**  
**CIN: L74899DLI995PLC067827**

### **POSTAL BALLOT NOTICE**

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

Dear Member(s),

Notice is hereby given that the resolutions as set out at Item No (s). 1 and 2 are proposed to be passed by way of special resolutions through Postal Ballot under Section 110 of the Companies Act, 2013 (“the **Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company seeks Members’ consent for the proposals contained in the resolutions appended below. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out all material facts and reasons thereof pertaining to the resolutions are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Arun Gupta, a practicing Company Secretary based in New Delhi as Scrutinizer for conducting the voting through Postal Ballot in a fair and transparent manner.

The Company is also providing e-voting facility to the Members. Members desirous of opting for e-voting are requested to read and follow the instructions on e-voting enumerated in the notes to this notice.

You are requested to carefully read the instructions printed on the Postal Ballot form and return the said form duly completed in all respects, in the enclosed self-addressed business reply envelope, so as to reach the Scrutinizer on or before 6.00 p.m. on Saturday, 2nd April, 2016. Please note that any Postal Ballot Form received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the result of the Postal Ballot will be announced at on Monday, 4th April, 2016 at the Registered Office of the Company and the same shall also be displayed at 4:00 P.M. at the Corporate Office of the Company.

In the event, the proposed resolutions, as set out herein below, are assented to including by means of e-voting, by not less than three times the number of the votes cast on the resolutions by Members by means of Postal Ballot and/or e-voting, they shall be deemed to be passed by way of special resolutions.

**SPECIAL BUSINESS:**

**ITEM NO. 1.**

**1. WAIVER OF RECOVERY OF EXCESS MANAGERIAL REMUNERATION PAID TO MR. AJAY BIJLI, CHAIRMAN CUM MANAGING DIRECTOR FOR THE FINANCIAL YEAR 2014-15.**

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 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**) and the rules framed thereunder and subject to the approval of the Central Government, the consent of the Members be and is hereby accorded to ratify and confirm the remuneration paid in excess of the limits prescribed under the Companies Act amounting to Rs. 2,35,63,972 paid to Mr. Ajay Bijli, Chairman and Managing Director of the Company, during the Financial Year 2014-15, and waive the recovery of such excess remuneration being the remuneration agreed to be paid to him as per the terms approved by the Members and also approve the consequential retention thereof by him.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as it may in its absolute discretion deem necessary and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, to give effect to this resolution and all the acts and deeds already done in this matter be and are hereby ratified.”

**ITEM NO.2.**

**2. WAIVER OF RECOVERY OF EXCESS MANAGERIAL REMUNERATION PAID TO MR. SANJEEV KUMAR, JOINT MANAGING DIRECTOR FOR THE FINANCIAL YEAR 2014-15.**

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 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**) and the rules framed thereunder and subject to the approval of the Central Government, consent of the Members be and is hereby accorded to ratify and confirm the remuneration paid in excess of the limits prescribed under the Companies Act amounting to Rs. 1,35,73,972 paid to Mr. Sanjeev Kumar, Joint Managing Director of the Company, during the Financial Year 2014-15 and waive the recovery of such excess remuneration being the remuneration agreed to be paid to him as per the terms approved by the Members and also approve the consequential retention thereof by him.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as it may in its absolute discretion deem necessary and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, to give effect to this resolution and all the acts and deeds already done in this matter be and are hereby ratified.”

By order of the Board

For **PVR Limited**

Place: Gurgaon, Haryana  
Date: 22<sup>nd</sup> February, 2016

**N.C. Gupta**  
Company Secretary

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons thereof for the proposals is annexed hereto.
2. The Notice of Postal Ballot is being sent to all the Members whose names appear on the register of Members/ list of beneficial owners as received from National Securities Depository Limited (“**NSDL**”)/Central Depository Services (India) Limited (“**CDSL**”) as on 21<sup>st</sup> February 2016.
3. 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 **21<sup>st</sup> February, 2016** and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
4. A Member cannot exercise his vote by proxy on postal ballot.
5. The voting period begins on 4<sup>th</sup> March, 2016 at 9:00 a.m. and ends on 2<sup>nd</sup> April, 2016 at 6:00 p.m.
6. Resolutions approved by the Members through postal ballot (including e-voting) shall be deemed to have been passed as if the same had been passed at a General Meeting of the Members convened in that behalf.
7. The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of voting i.e. 2<sup>nd</sup> April 2016.
8. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for the use of the Members.
9. Members who wish to be present at the time of declaration of the result may do so.
10. The result of the Postal Ballot will also be posted on the Company’s website [www.pvrcinemas.com](http://www.pvrcinemas.com) besides its communication to the stock exchanges where the Company’s shares are listed.
11. All the relevant documents will be available for inspection by Members at the Registered Office and Corporate Office of the Company between 11:00 A.M. to 1:00 P.M. on any

working day, till the last date of submission of Postal Ballot Form with the Scrutinizer i.e. 2<sup>nd</sup> April, 2016.

12. The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot form. E-voting is optional and for those Members who have got their email ids registered with the Registrar and Transfer Agent. The instructions for e-voting are provided herein below.

**The procedure and instructions for e-voting are as under:**

Kindly note that each member can opt for only one mode for voting i.e. either by physical Postal Ballot or by e-voting. If you opt for e-voting, then please do not vote by physical Postal Ballot and vice versa. In case Member(s) do cast their vote via both modes i.e. physical Postal Ballot as well as e-voting, then voting done through e-voting shall prevail and physical Postal Ballot of that member shall be treated as invalid.

**E-Voting**

In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. The procedure and instructions for e-voting are as follows:

1. The voting period begins on 04<sup>th</sup> March, 2016 at 9:00 a.m. and ends on 2<sup>nd</sup> April, 2016 at 6:00 p.m. 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 21<sup>st</sup> February, 2016, may cast their votes electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited ("**Karvy**") for voting thereafter.
2. For the purpose of dispatch of this Notice, Members of the Company holding shares either in physical form or in dematerialised form and 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 21<sup>st</sup> February, 2016, have been considered.
3. Voting rights of each member shall be reckoned as on the cut-off date which is 21<sup>st</sup> February, 2016 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only. Members holding shares either in physical or in dematerialised form, as on the cut-off date i.e. February 21, 2016 may cast their votes electronically during the e-voting period.
4. The shareholders should log on to the e-voting website [www.evoting.karvy.com](http://www.evoting.karvy.com).

Process and manner for Members opting for e-voting is as under:

**A. In case a member receives an email from Karvy Computershare Private Limited:**

- I. Launch internet browser by typing the URL: <https://evoting.karvy.com>.

- II. Shareholders of the Company holding the shares either in physical form or in dematerialised form, as on the cut-off date i.e. 21<sup>st</sup> February, 2016 may cast their vote electronically.
- III. Enter the login credentials (i.e., User ID and password mentioned in your email).Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User ID:

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

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

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

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

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

- IV. After entering these details appropriately, click on “LOGIN”.
- V. You will now reach password “Change Menu” wherein you are required to mandatorily change your password.The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.).The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login.You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- VI. You need to login again with the new credentials.
- VII. On successful login, the system will prompt you to select the “EVENT” i.e., PVR Limited.
- VIII. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- IX. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the resolution.
- X. Corporate/institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant board resolution/authority letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer through e-mail at: aruncs.gupta@gmail.com

with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

**B. In case of Members receiving Notice by post:**

- I. User ID and initial password as provided in the Notice Form.
- II. Please follow all steps from Sr.No. I to X as mentioned in (A) above, to cast your vote.

Please contact our toll free no. 1-800-34-54-001 for any further clarification. In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evoting.karvy.com](http://www.evoting.karvy.com), under help section or write an email to [evoting@karvy.com](mailto:evoting@karvy.com)

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM NO. 1 and 2:**

In the meeting held on 20<sup>th</sup> August, 2013, the Members of the Company had approved remuneration of Rs. 3.25 Crores per annum and Rs. 2.25 Crores per annum, to Mr. Ajay Bijli, Chairman and Managing Director and Mr. Sanjeev Kumar, Joint Managing Director of the Company, respectively, with eligibility to commission @ 2.5% of the net profits of the Company for a period of 5 years from 24<sup>th</sup> July, 2013 to 23<sup>rd</sup> July, 2018, provided that in case of inadequacy of net profits or loss to the Company, the said remuneration be paid to both the aforesaid managerial personnel as minimum remuneration, subject to Central Government approval. Further, as recommended by the Ministry of Corporate Affairs, the Company had sought a fresh approval from the Members of the Company for payment of the said remuneration to Mr. Ajay Bijli and Mr. Sanjeev Kumar which was obtained in the meeting dated July 10, 2015.

The net profit of the Company for the first nine months of Financial Year 2014-15 was adequate to give the approved remuneration to Mr. Ajay Bijli and Mr. Sanjeev Kumar. However, the net profit of the Company for the last quarter ending 31<sup>st</sup> March, 2015 was adversely affected, due to external events like elections in Delhi, school/university examinations, IPL and Cricket World Cup and weak movie pipeline resulting in a decline in the overall footfall in the cinemas during the quarter ending 31<sup>st</sup> March, 2015. As a result, the amount of remuneration of Rs. 3.25 Crores p.a. and Rs. 2.25 Crores p.a., respectively, as paid to Mr. Ajay Bijli and Mr. Sanjeev Kumar in the Financial Year 2014-15, exceeded the prescribed limits prescribed under Section 197 of the Companies Act, 2013.

The Nomination & Remuneration Committee of the Company and the Board also approved the same on 2<sup>nd</sup> June 2015 and 12<sup>th</sup> June 2015 respectively.

The Company has filed an application dated July 18, 2015 for approval of the Central Government for payment of the excess remuneration to Mr. Ajay Bijli and Mr. Sanjeev Kumar which is currently pending.

Pending receipt of Central Government approval to the aforementioned application dated July 18, 2015, the Company has also filed an application dated 7<sup>th</sup> October, 2015 to seek Central Government approval for waiver of recovery of excess remuneration paid to Mr. Ajay Bijli and Mr. Sanjeev Kumar, in the Financial Year 2014-15. The Central Government vide its letter dated 05<sup>th</sup> February, 2016 has required the Company to seek approval of its Members to enable the Central Government to consider its request for the said waiver.

Therefore, the approval of the Members of the Company is being sought to waive the recovery of the excess managerial remuneration paid to Mr. Ajay Bijli, and Mr. Sanjeev Kumar in the Financial Year 2014-15.

- A.** Details of remuneration paid to Mr. Ajay Bijli, Chairman and Managing Director, of the Company, in the Financial Year 2014-15:

<b>Computation of excess remuneration paid to Mr. Ajay Bijli, Managing Director from 01<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015</b>	
<b>(Amt. in Rs.)</b>	
(a) Salary and Perquisites paid as per Section 197 read with Schedule V of the Companies Act, 2013	3,24,90,000
(b) Remuneration Payable as per said Schedule V	89,26,028
<b>Excess Remuneration Paid (A – B)</b>	<b>2,35,63,972</b>

- B.** Details of remuneration paid to Mr. Sanjeev Kumar, Joint Managing Director, of the Company, in the Financial Year 2014-15:

<b>Computation of excess remuneration paid to Mr. Sanjeev Kumar, Joint Managing Director from 01<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015</b>	
<b>(Amt. in Rs.)</b>	
(a) Salary and Perquisites paid as per Section 197 read with Schedule V of the Companies Act, 2013	2,25,00,000
(b) Remuneration Payable as per Schedule V	89,26,028
<b>Excess Remuneration Paid (A – B)</b>	<b>1,35,73,972</b>

The Members may note that under the able guidance and leadership of Mr. Ajay Bijli, PVR has attained greater heights in the film exhibition industry. At present, PVR is a market leader in film exhibition and presently operates 109 properties with 491 screens in 44 cities pan India. The Company has emerged as one of the most profitable companies in the field of film exhibition in the country. The Company has formulated an expansion plan, with a target to achieve 1000 screens by 2018. This requires motivation, commitment, long term planning and untiring efforts specifically from Mr. Ajay Bijli who is not only a pioneer of the multiplex business in India but has also transformed the Company from a single multiplex company to a market leader in film exhibition and entertainment format.

Further, Mr. Sanjeev Kumar has been playing an important role in determining the content selection of our cinema business and is closely involved in the development and growth strategy of the Company including the identification of new business opportunities such as digital and franchise opportunities. He has experience in setting off new projects of the Company and is responsible for the selection of Hollywood films in India. The distribution of Hollywood movies, through franchise agreements, generated revenues close to Rs. 2.1 billion in FY 2014-15 and is increasing steadily every year. Such revenues are attributable to the



vision and business acumen of Mr. Sanjeev Kumar who has been involved with the Company since its inception.

The rapid organic and inorganic growth of the Company has been possible due to Mr Ajay Bijli's and Mr. Sanjeev Kumar's leadership, dynamism and passion for cinemas. The aforementioned remuneration of Mr. Ajay Bijli and Mr. Sanjeev Kumar, respectively, is pursuant to natural and gradual increase in their salaries over the years and is commensurate with industry standards. Further, it is necessary to reward and incentivize them for their contribution to the Company as their presence and expertise on the Board of Directors of the Company is required for its continued growth and success. Needless to mention, adequate remuneration is an important tool for retaining talent in any organization and no progressive company can afford to lose bright talent due to inadequate remuneration.

In view of the above, the Board of Directors of the Company recommends the resolutions for your approval.

None of the directors (except Mr. Ajay Bijli and Mr. Sanjeev Kumar), any other key managerial person(s) of the Company or their relatives are, in any way, concerned or interested in the passing of the special resolutions.

By Order of the Board  
For **PVR Ltd.**

Place: Gurgaon  
Date: 22<sup>nd</sup> February, 2016

**N. C. Gupta**  
Company Secretary



## PVR Limited

Registered Office: 61, BasantLok, VasantVihar, New Delhi - 110057  
Tel. No.+91-11-47604302; Fax : +91-124-4708101  
CIN: L74899DLI995PLC067827; Website: www.pvrcinemas.com;  
E-mail: cosec@pvrcinemas.com

### POSTAL BALLOT FORM

(Please read the instructions given below before exercising your vote)

Serial No.....

1. Name(s) of Member(s) :
2. Name & Registered address of the Sole/ First named Member/ Beneficial Owner (in block Letters) :
3. Name of the joint Members(s), if any :
4. I. Registered Folio No. :  
II. a) DP ID No.\* :  
b) Client ID No.\* :  
(\*Applicable to investors holding shares in dematerialized form)
5. Number of shares held :
6. I/We hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the notice of the Company dated 22<sup>nd</sup> February, 2016 by conveying my/our assent or dissent to the said resolutions by placing the tick ( “ ” ) mark at the appropriate box below:

Item No.	Description	No. of shares	I /We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
1.	Resolution for waiver of recovery of excess managerial remuneration paid to Mr. Ajay Bijli, Chairman cum Managing Director, for the period from 1 April, 2014 to 31 March, 2015			
2.	Resolution for waiver of recovery of excess managerial remuneration paid to Mr. Sanjeev Kumar, Joint Managing Director for the period from 1 April, 2014 to 31 March, 2015			

Place: \_\_\_\_\_

Date: \_\_\_\_\_ (Signature of the Member / Beneficial Owner)

**Note: Last date for receipt of Postal Ballot Forms by the Scrutinizer is 2<sup>nd</sup> April, 2016.**

**PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING THE VOTE.**

#### Electronic Voting Particulars

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

## INSTRUCTIONS

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the resolutions contained in the Postal Ballot Notice dated 22<sup>nd</sup> February, 2016 is being determined through Postal Ballot including facility of e-voting through the platform provided by Karvy Computershare Private Limited.
3. The Board of Directors has appointed Mr. Arun Gupta, Sole Proprietor, M/s Arun Gupta and Associates, ACS No. 21227, CP No. 8003 as the Scrutinizer for the purpose of conducting business through Postal Ballot.
4. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it directly to the Scrutinizer in the attached preprinted self-addressed business reply envelope. No postage is required to be paid by the Shareholder as the prepaid self-addressed postal envelope is enclosed. Envelope containing Postal Ballots Forms, if deposited with the Company in person or, if sent by courier/ registered post at the expense of the registered Member, shall also be accepted by the Company.
5. A ( ) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Postal Ballot Form invalid. Please note that (X) mark or any other mark other than ( ) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6:00 p.m. on 2nd April, 2016. Please note that any response received from the Members after 6:00 p.m. on 2nd April, 2016 shall be treated as if no response has come from a Member in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014. Accordingly, Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on February 21, 2016 (cut-off date).
8. A member may request for a duplicate Postal Ballot Form, if so required, from Karvy Computershare Private Limited. However, the duly filled-in duplicate Postal Ballot forms should reach the Scrutinizer not later than the date specified in Item (6) above.
9. Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour of or against the resolutions or if the signature cannot be verified.
10. The Scrutinizer will submit his report to the Chairman of the Company upon completion of scrutiny of the votes received through the e-voting platform and physical Postal Ballot, not later than 4<sup>th</sup> April, 2016.
11. The Chairman shall announce the results of the Postal Ballot at 4:00 P.M. on Monday, 4<sup>th</sup> April, 2016 at the Registered Office of the Company, at 61, Basant Lok, Vasant Vihar, New Delhi – 110057 and the results shall also be displayed at the Corporate Office of the Company.
12. The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of voting i.e. 2<sup>nd</sup> April, 2016.
13. The results of the Postal Ballot will be published in newspapers (English and vernacular) within 48 hours of the declaration of the result and will be placed at the web-site of the Company at [www.pvr cinemas.com](http://www.pvr cinemas.com) for information of Members besides being communicated to the stock exchanges on which the shares/ securities of the Company are listed. The results will also to be displayed on the website of Karvy Computershare Private Limited ([www.evoting.karvy.com](http://www.evoting.karvy.com)).
14. This form should be completed and signed by the member as per the specimen signatures registered with the Company. In case of joint holdings, this form should be completed and signed (as per the Specimen Signature registered with the Company) by first named Member and in his absence, by the next named joint holder. In case the Form is signed by persons other than individual Members, this form should be signed by an authorized signatory whose signature is already registered with the Company/Depository Participant.
15. In case of shares held by companies, trusts, societies etc., duly completed Postal Ballot Form(s) should also be accompanied by a certified copy of the Board Resolution/Other Authority together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
16. Members are requested not to send any paper (other than resolution/authorization as mentioned above) along with the Postal Ballot Form in the self-addressed envelope enclosed. If any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and would be destroyed.
17. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
18. The Postal Ballot shall not be exercised by a Proxy.
19. Unsigned Postal Ballot form will be rejected.
20. The Scrutinizer's decision on the validity of the Postal Ballot and other related matters shall be final.