


September 5, 2016

**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: 022-22722061/41/39/37

**Company Code: PVR / 532689**

**Sub: Intimation – Notice of Annual General Meeting and Annual Report-2015- 2016**

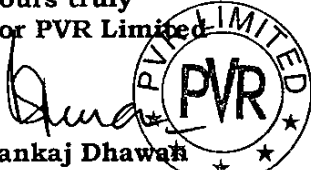
Dear Sir,

Please find enclosed a copy of the Notice of Annual General Meeting with Annual Report of the Company for the financial year 2015-16, for your information and records.

Thanking you.

Yours truly

For PVR Limited



**Pankaj Dhawan**  
**Sr. VP – Secretarial**

Membership No.- F-3170  
Address - 23C, Pocket – J & K,  
Dilshad Garden, Delhi – 110095

CC:-

- 1. Central Depository Services (India) Limited**, Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Fort, Mumbai- 400 001
- 2. National Securities Depository Limited**, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013
- 3. Karvy Computershare Private Limited** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032

PVR LIMITED. Block A, 4<sup>th</sup> Floor, Building No. 9A, DLF Cyber City, Phase III, Gurgaon 122002 (Haryana) India.

T: +91 124 4708100 | F: +91 124 4708101 | W: www.pvrcinemas.com

Regd. Office : 61, Basant Lok, Vasant Vihar, New Delhi-110057

CIN : L74899DL1995PLC067827





## PVR LIMITED

(CIN: L74899DL1995PLC067827)

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

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

Phone: 0124 4708100; Fax: 0124 4708101

# Notice of the Annual General Meeting

**NOTICE** is hereby given that the 21st Annual General Meeting of PVR LIMITED will be held at Mapple Emerald, Rajokri, NH-8, New Delhi – 110 038 on Thursday, the 29<sup>th</sup> September 2016 at 10:30 A.M. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone financial statements of the company for the financial year ended 31<sup>st</sup> March 2016, the report of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31<sup>st</sup> March 2016 and the report of auditors thereon.
2. To declare Dividend of Rs. 2/- per Equity Share for the Financial Year 2015-16.
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.
4. To ratify the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.301003E) as Statutory Auditors as approved by the members of the company at the 19<sup>th</sup> Annual General Meeting of the Company.

### SPECIAL BUSINESS

5. 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 42, Section 71, Section 102 and Section 114 of the Companies Act 2013, read with

Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any Statutory modification/amendment thereto or re-enactment thereof for the time being in force), the relevant provision(s) of the Memorandum & Articles of Association of the Company, and subject to such other approvals, as may be necessary and subject to such modifications as may be prescribed while granting such approvals, which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of the Directors of the Company to make offer(s) or invitation(s) for subscription of Non-Convertible Debentures for an amount not exceeding Rs. 250 Crores on private placement through issue of a private placement offer letter on such terms and conditions and to such person(s) as the Board deems fit”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or Committee thereof 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 deems necessary, proper or desirable, including appointment of intermediaries including to appoint arranger for the NCD, Law Firm(s) / Legal expert(s), Registrar & Share Transfer Agent, Depositories i.e. NSDL / CDSL, Trustee(s), Bankers and also to delegate all or any of the above powers severally to the Committee of Directors, the Managing Director, Company Secretary or Sr.VP - Secretarial

## PVR Limited

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."

**"RESOLVED FURTHER THAT** the working Directors, Company Secretary and Sr. V.P-Secretarial of the Company be and are hereby severally authorized to apply for the listing and trading of the NCD on the stock exchanges and to do all such acts and deeds as they consider necessary and expedient in the matter."

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

**N. C. Gupta  
Company Secretary**

**Place : Gurgaon**

**Date : 29<sup>th</sup> July, 2016**

### NOTES:

1. *To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/Company.*
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 22<sup>nd</sup> September, 2016 (Thursday) to 29<sup>th</sup> September, 2016 (Thursday) (both days inclusive).
5. **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 back.**
6. 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.
7. **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**
8. **Members are requested to bring their Attendance Slips to the Meeting.**
9. As per the provisions of the Companies Act, facility for making nomination is available to the shareholders in respect of the shares held by them.
10. 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.
11. Children who are not members of the Company would not be allowed to attend the Annual General Meeting.
12. 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.
13. 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.

14. 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.
15. Members wishing to claim dividends for not more than last 7 years, which remain unclaimed, are requested to correspond with Mr. Pankaj Dhawan, Sr.VP – Secretarial at the Company's Corporate office. Members are requested to note that dividends not claimed within seven years from the date of transfer to Company's Unpaid Dividend Account, will, as per section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), will be transferred to the Investor Education and Protection Fund.
16. 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.
17. 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 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 three days from 26<sup>th</sup> September 2016 to 28<sup>th</sup> September 2016 (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 21<sup>st</sup> 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.

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

User -- ID	For Members holding shares in Demat Form:- For NSDI: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID For Members holding shares in Physical Form:- <u>Event no.</u> , 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 26/09/2016 to 28/09/2016.

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> September, 2016 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 19<sup>th</sup> August, 2016, have been

## PVR Limited

considered. Members who have acquired shares after the despatch of the Notice and before the Cut Off Date i.e 21<sup>st</sup> September, 2016 may approach the Company/Karvy for issuance of the User ID and Password exercising their right to vote by electronic means.

- 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."

### I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 5

Based on the needs of Funds, the company may issue fresh Non-Convertible Debentures for a sum not exceeding Rs. 250 Crores for inorganic growth opportunities, for capital expenditures, to re-finance the high cost borrowings, and for corporate and all other business needs of the company.

Raising of funds through issue of fresh Non-Convertible Debentures for a further sum not exceeding Rs. 250 Crores will result into borrowed money exceeding the aggregate of company's paid up share capital and free reserves.

Pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 read with Rule No. 14 of the Companies (Prospectus and allotment of Securities) Rules 2014, the Company can make a private placement of its securities provided the proposed offer of securities has been previously approved by the shareholders of the Company, by a Special Resolution.

In order to expedite raising of funds through issue of Non-Convertible Debentures, approval of the members of the Company is sought to authorize the Company and the Board of Directors for the issue and allotment of fresh Non-Convertible Debentures for a sum not exceeding Rs. 250 Crores and to do all such incidental acts and deeds to implement the above special resolution.

Your Directors recommend the above **Special Resolution** for your approval.

None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested in the resolution.



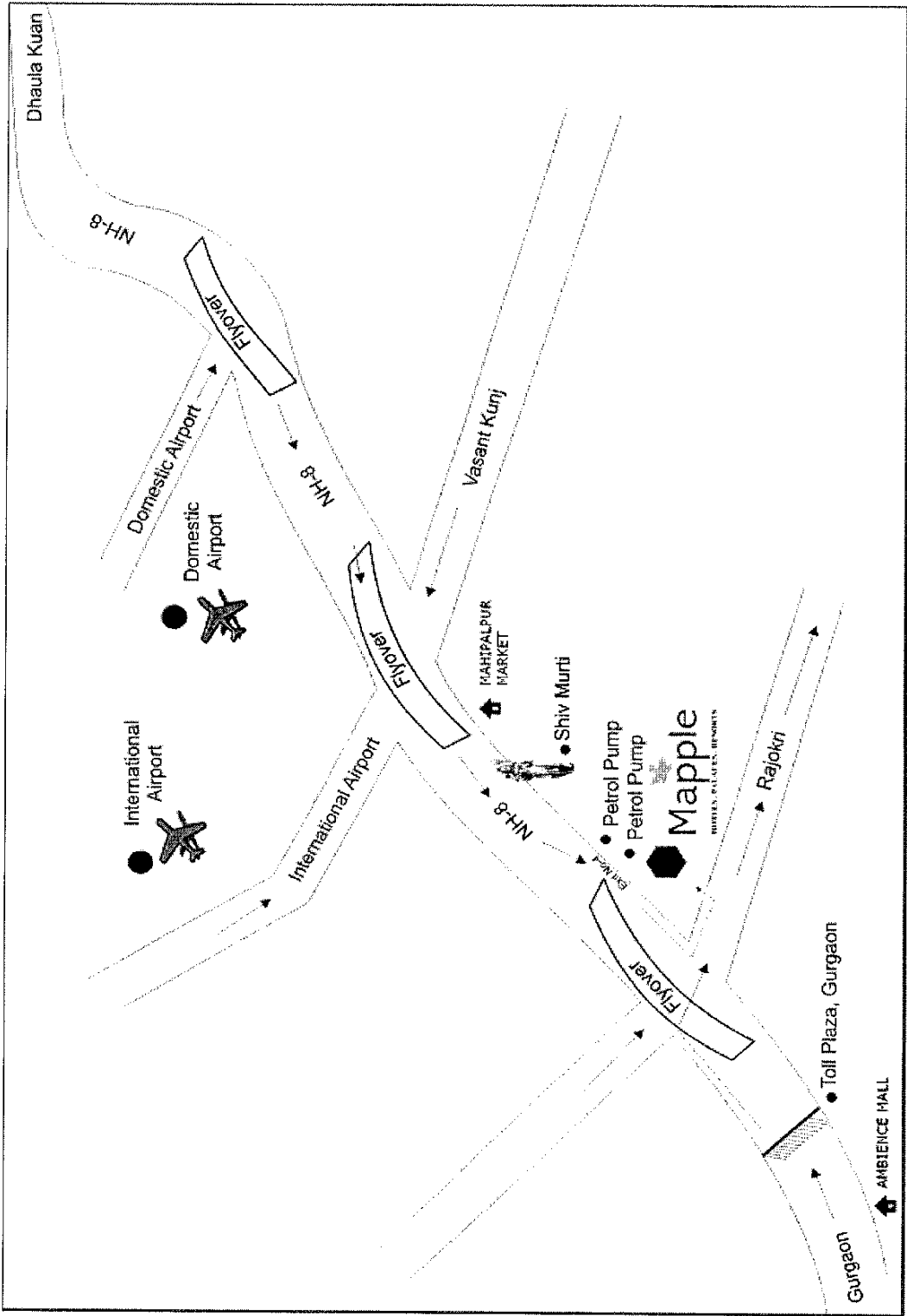
**II. Details of Directors seeking appointment / Re-appointment at the Annual General Meeting**

Particulars	Mr. Sanjeev Kumar
Date of Birth	01/04/1972
Date of Appointment	24/07/2003
Qualification	Bachelor's degree in Finance and Accounting from Sanford University, Manchester and a Master's degree in Business Administration from Imperial College, London University.
Expertise in specific functional areas	He is looking after business development involving taking multiplex properties on lease in cities other than metros. He is also providing guidance on designing and upcoming of multiplex as per International Standards and also for timely completion of projects.
Directorship held in other companies (excluding foreign companies)	PVR Pictures Limited, Lettuce Entertain You Limited, Bijli Holdings Private Limited, Zea Maize Private Limited, Priya Exhibitors Private Limited,
Number of shares held in the Company	266806
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 Ltd**

**N. C. Gupta  
Company Secretary**

**Place : Gurgaon  
Date : 29<sup>th</sup> July, 2016**



# PVR Limited

CIN: L74899DLI995PLC067827

Registered Office: 61, Basant Lok, Vasant Vihar, New Delhi – 110057  
 Email Id: pankaj.dhawan@pvr cinemas.com, Website: www.pvr cinemas.com,  
 Tel No.: +91 124 4708100 Fax: +91 124 4708101

## ATTENDANCE SLIP

DP ID No.	Regd. Folio No.
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No. of Shares	Client ID No.
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I/We record my/our presence at the 21<sup>st</sup> Annual General Meeting of the Company at Mapple Emerald, Rajokri, National Highway-8, New Delhi – 110 038 on Thursday, the 29<sup>th</sup> day of September, 2016 at 10:30 A.M. or at any adjournment thereof.

- Name of the Member:
  - Mr./Mrs./Miss \_\_\_\_\_
  - Mr./Mrs./Miss \_\_\_\_\_
  - Mr./Mrs./Miss \_\_\_\_\_
 And Joint Holder (s)  
 (In block letters)
- 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: pankaj.dhawan@pvr cinemas.com, Website: www.pvr cinemas.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 \_\_\_\_\_