

Date 28.12.2018

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

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

Dear Sir,

The Postal Ballot Notice, along with the other documents, have been sent on 27th December, 2018 to all the Shareholders whose names appears in the register of Members /Beneficial owners received from the National Securities Depository Limited (NSDL) and Central Services Depository Limited (CDSL) as on December 14, 2018 (Cut-off date) seeking their approval as set out in the notice. Copy of which is enclosed.

The Company has appointed Karvy Fintech Private Limited for the purpose of providing e-voting facility to all Members. The voting through e-voting will commence from Monday, December 31, 2018, and shall end on Tuesday, January 29, 2019. The results of the Postal Ballot will be announced on Wednesday, January 30, 2019.

The above information also available on the website of the Company: www.pvrcinemas.com.

This is for your information and record.

Thanking You.

For **PVR Limited**




Pankaj Dhawan
Company Secretary cum Compliance Officer

PVR Limited



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

Tel. No.+91-11-47604302; Fax : +91-124-4708101

CIN: L74899DL1995PLC067827;

Website: www.pvrcinemas.com;

E-mail: manish.mehta@pvrcinemas.com

POSTAL BALLOT FORM

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

Serial No.....

Name(s) of Member(s) :

Name & Registered address of the Sole/ First :

Named Member/ Beneficial Owner (in block Letters)

Name of the joint Members(s), if any:

I. Registered Folio No.:

II. A) DP ID No.* :

b) Client ID No.* :

(*Applicable to investors holding shares

In dematerialized form)

Number of shares held:

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 21st December, 2018 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	Authorising the Board of Directors of the Company to make offer(s) or invitation for subscription of equity shares or securities convertible into equity shares or NCDs with warrant for a sum not exceeding ₹ 750 crores including premium by way of a qualified institutions placement			

Place:

Date:

(Signature of the Member/ Beneficial Owner)

Note: Last date for receipt of Postal Ballot Forms by the Scrutinizer is Tuesday, 29th January, 2019.

Particulars for Electronic Voting

Members opting to vote through e-voting, instead of voting through the physical Postal Ballot, may access the e-voting facility through the web link: <https://evoting.karvy.com>.

The particulars for e-voting are as under:

EVENT (E-Voting Event Number 4385)	USER ID	PASSWORD/PIN

The voting will not be allowed beyond 5:00 p.m. (IST) on Tuesday, 29th January, 2019 and the e-voting shall be disabled by Karvy upon expiry of the aforesaid date and time.

Note: Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. 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 21st December, 2018 is being determined through Postal Ballot including facility of e-voting through the platform provided by Karvy Fintech Private Limited (“**Karvy**”), which is the agency whose services the Company has engaged for providing e-voting facility.
2. 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 including e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
3. 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 postage pre-paid business reply envelope. No postage is required to be paid by the Member as a pre-paid self-addressed postage envelope is enclosed. A business reply envelope containing the 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.
4. A (√) mark should be placed in the relevant box signifying assent/ dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballot Forms 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.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. on 29th January, 2019. Please note that any response received from the Members after 5:00 p.m. on Tuesday, 29th January, 2019 shall be treated as if no response has come from the 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.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner as on 14th December, 2018, which is the cut-off date.
7. A Member may request for a duplicate Postal Ballot Form, if so required, from Karvy having its address at: Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Phone No. 040 – 67162222 and e-mail id: evoting@karvy.com. However, the duly filled-in duplicate Postal

Ballot Form should reach the Scrutinizer not later than the date specified in Item (5) above.

8. Any unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Postal Ballot 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.
9. A Postal Ballot Form received from a Member shall be considered invalid if (a) it is not in the form issued by the Company as stated above, (b) the signature on the Postal Ballot Form does not match the specimen signatures with the Company, (c) it is not possible to determine without any doubt the assent or dissent of the Member, (d) neither assent nor dissent is mentioned, (e) any competent authority has given instructions in writing to the Company to freeze the voting rights of that Member, (f) the Postal Ballot Form signed in a representative capacity, is not accompanied by the certified copy of the relevant specific authority, (g) it is received from a Member who is in arrear of payment of calls, and (h) the Member has made any amendment to the resolution or imposed any condition while exercising his vote.
10. A Postal Ballot Form which is otherwise complete in all respects and is submitted to the Scrutinizer by 5:00 p.m. on Tuesday, 29th January, 2019, but is undated shall be considered valid.
11. 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 Forms, not later than 12.00 P.M on Wednesday, 30th January, 2019.
12. The Chairman, or any person so authorized by him, shall announce the results of the Postal Ballot at 4:00 p.m. on, Wednesday, 30th January, 2019 at the Registered Office of the Company, at 61, Basant Lok, Vasant Vihar, New Delhi – 110057 and the results shall also be displayed on the notice board at the Registered Office and Head / Corporate Office of the Company. Subsequently, the results of the Postal Ballot shall be placed, along with the Scrutinizer's report, on the Company's website www.pvrcinemas.com and also communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot shall also be placed on the website of Karvy.
13. The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of voting i.e. Tuesday, 29th January, 2019.
14. This Postal Ballot Form should be completed and signed by the Member as per the specimen signatures registered with the Company. In case of joint holdings, this Postal Ballot 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 Postal

Ballot 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/ any other authorizing letter or document, 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. Any unsigned Postal Ballot Forms will be rejected.
20. The Scrutinizer's decision on the validity of the Postal Ballot and other related matters shall be final.

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PVR Limited

Registered Office: - 61, Basant Lok, Vasant Vihar, New Delhi – 110 057
Corporate Office – Block A, 4th Floor, Building No. 9A, DLF Cyber City,
Phase – III, Gurugram – 122002, Haryana
T – +91-124 -4708100, Fax - +91-124 -4708101
Website – www.pvrcinemas.com
CIN: L74899DL1995PLC067827

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given under Section 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, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the Rules made thereunder, that the resolutions appended below are proposed to be passed by the shareholders through postal ballot (“**Postal Ballot**”) and electronic voting (“**e-voting**”). An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, along with a Postal Ballot form (“**Postal Ballot Form**”) for your consideration.

In the event, the proposed resolutions, as set out herein below, are assented to by Members by means of Postal Ballot and e-voting, they shall be deemed to be passed on the last day of Postal Ballot i.e. Tuesday, 29th January, 2019 as if the same have been passed at a General Meeting of the Members convened in that behalf.

SPECIAL BUSINESS:

ITEM NO. 1

AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF EQUITY SHARES OR SECURITIES CONVERTIBLE INTO EQUITY SHARES OR NCDS WITH WARRANTS FOR A SUM NOT EXCEEDING ₹ 750 CRORES INCLUDING PREMIUM BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT.

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 Sections 23, 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the **“Companies Act”**), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI LODR Regulations”**), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the **“Stock Exchanges”**), the provisions of the Foreign Exchange Management Act, 1999, as amended (the **“FEMA”**), including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (the **“GoI”**), the Reserve Bank of India (the **“RBI”**), the Securities and Exchange Board of India (the **“SEBI”**), the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the **“RoC”**), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, the consent of the members be and is hereby accorded to create, issue, offer and allot, in one or more tranches, equity shares of the Company with a face value of ₹ 10 each (the **“Equity Shares”**), or securities convertible into Equity Shares, or non-convertible debt instruments along with warrants, or any combination thereof (the Equity Shares and all such other securities are hereinafter collectively referred to as the **“Securities”**), to such eligible qualified institutional buyers (as defined in the SEBI ICDR Regulations) (**“QIBs”**), as the Board of Directors of the Company (hereinafter called the **“Board”** which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) may determine in accordance with applicable law, by way of a qualified institutions placement (**“QIP”**) in accordance with Chapter VI of the SEBI ICDR Regulations, for an aggregate amount not exceeding ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores only), inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under applicable law), as may be deemed appropriate by the Board in its absolute discretion, all subject to applicable laws, considering the prevailing market conditions and

other relevant factors and wherever necessary in consultation with the book running lead manager(s) and/or other advisor(s) appointed for such issue. The number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT the allotment of Securities, or any combination thereof as may be decided by the Board, shall be at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, provided that the Board may offer such discount as permitted under applicable law, on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, the Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment).

RESOLVED FURTHER THAT subject to relevant provisions of applicable laws, rules, regulations, as amended, from time to time, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the proposed issue of Equity Shares, and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VI of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the issue of such securities.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and

any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank *pari passu* with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution described above the Board or a committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the private placement offer letter, preliminary as well as final placement document(s), as applicable, the

nature and number of Securities to be allotted, determination of QIBs to whom the Securities will be offered and allotted in accordance with applicable law, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter and signing of declarations, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the book running lead manager(s), or other authorities or agencies involved in or concerned with the issue of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint book running lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of the Securities on the Stock Exchanges.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors and Officer(s) of the Company to give effect to the aforesaid resolutions.”

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

**Place: Gurugram, Haryana
Date: 21st December, 2018**

**Pankaj Dhawan
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 (“**Postal Ballot Notice**”) 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 14th December, 2018.
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 **14th December, 2018** 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.
4. A Member cannot exercise his vote by proxy on Postal Ballot.
5. The voting period begins on Monday, 31st December, 2018 at 9:00 a.m. and ends on Tuesday, 29th January, 2019 at 5:00 p.m. (both days inclusive).
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. Tuesday, 29th January, 2019.
8. The assent or dissent received from the Members after the last date and time of voting i.e. 5:00 p.m. on Tuesday, 29th January, 2019, shall be treated as if reply from the Member has not been received.
9. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for the use of the Members. Members are requested to carefully read the instructions printed in the Postal Ballot Form.
10. The Chairman, or any person so authorized by him, shall announce the results of the Postal Ballot at 4:00 p.m. on Wednesday, 30th January, 2019 at the Registered Office of the Company, at 61, Basant Lok, Vasant Vihar, New Delhi – 110057 and the results shall also be displayed on the notice board at the Registered Office and Corporate Office of the Company.
11. Members who wish to be present at the time of declaration of the result may do so.
12. The result of the Postal Ballot, along with the scrutinizer’s report, will also be posted on the Company’s website www.pvrcinemas.com and also communicated to the stock exchanges

where the Company's shares are listed. The result of the Postal Ballot shall also be placed on the website of Karvy Fintech Private Limited ("Karvy"), which is the agency whose services the Company has engaged for providing e-voting facility.

13. 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. Tuesday, 29th January, 2019.
14. The Company is pleased to offer the option of an e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. Kindly note that each Member can opt for only one mode of 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. The instructions for e-voting are provided herein below.

E-Voting

1. 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:
2. The voting period begins on Monday, 31st December, 2018 at 9:00 a.m. and ends on Tuesday, 29th January, 2019 at 5:00 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 14th December, 2018, may cast their votes electronically. The e-voting module shall be disabled by Karvy, for voting thereafter.
3. For the purpose of dispatch of this Postal Ballot 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 NSDL/ CDSL as on 14th December, 2018, have been considered.
4. 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.
5. The shareholders should log on to the e-voting website www.evoting.karvy.com.

6. Please contact Karvy at their toll free no. 1-800-34-54-001 or contact Ms. Shobha Anand at 040 - 67162222 for any further clarification or any grievances that you may face in relation to e-voting. In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions and e-voting manual available at www.evoting.karvy.com, under help section or write an email to evoting@karvy.com.

7. The process and manner for Members opting for e-voting is as under:

A. In case a Member receives an email from Karvy :

- 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. 14th December, 2018 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. 4385 followed by Folio No. registered with the Company.

Password: Your unique password is printed on the Postal Ballot 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. Members holding shares under multiple folios/ demat accounts are requested to vote separately for each of their folios/ demat accounts.
- X. 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.
- XI. 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. The scanned image of the above mentioned documents should be in the naming format “Corporate Name EVENT NO. 4385.

Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form attached to the e-mail or from the Company’s website www.pvrcinemas.com or seek duplicate of the Postal Ballot Form from Karvy Fintech Private Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Phone No. 040 - 67162222, fill in the details and send the same to the Scrutinizer.

B. In case of Members receiving Postal Ballot Notice by post:

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

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (“Act”).

ITEM NO. 1:

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Section 23, 42 and 62(1)(c) of the Companies Act, 2013, any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of special resolution.

The board was requested to consider and approve an equity fund raising plan for an amount not exceeding ₹ 750 crores (Rupees Seven Hundred and Fifty Crores only) through issue of securities by way of a private placement, including a QIP (as defined hereunder). Accordingly, the Board has, subject to approval of the shareholders, approved by its resolution dated 21st December, 2018 that the Company will issue in one or more tranches, equity shares of the Company with a face value of ₹ 10 each (the “**Equity Shares**”), or securities convertible into Equity Shares, or non-convertible debt instruments along with warrants, or any combination thereof (“**Securities**”), to such eligible qualified institutional buyers (as defined in the SEBI ICDR Regulations) (“**QIBs**”), as the Board may determine in accordance with applicable law, by way of a qualified institutions placement in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) (such issue, a “**QIP**”), by the issue of a placement document to, as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead managers and other advisors, all in accordance with applicable laws. The Company intends to issue Securities for an aggregate amount not exceeding ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores only).

This special resolution seeks to enable the Board (including any duly authorized committee thereof) to facilitate a QIP in accordance with the SEBI ICDR Regulations for the purposes mentioned above, without the need for fresh approval from the members.

Purpose/ objects of the fund raise: Our company proposes to utilize the funds raised through the proposed QIP for funding our capital expenditure needs, funding any acquisitions, reducing our outstanding debt, funding long and short term working capital requirements, general corporate purposes and/or other corporate exigencies.

Basis or Justification of Price: The pricing of the Securities shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the SEBI ICDR Regulations. The “Relevant Date” for this purpose, will be the date when the Board or a duly authorized Committee thereof decides to open the issue, if Equity Shares are issued, or, in case of

issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of the convertible securities as provided under Chapter VI of the SEBI ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The special resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) as the Board deems fit, in accordance with applicable law.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the book running lead manager(s) and other advisors appointed in relation to the proposed QIP, and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law. The Equity Shares allotted will be listed and traded on Stock Exchanges where Equity Shares of the Company are currently listed, on the National Stock Exchange of India Limited and BSE Limited subject to obtaining necessary approvals. The offer, issue, allotment of the Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has not allotted any securities on a preferential basis in the current year.

The Promoters, Directors or key management persons of the Company or their relatives may be deemed to be concerned or interested in the resolution to the extent of shares held by them in the Company.

The Board recommends the Resolution as set out above for your consideration and approval by way of a special resolution.

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

**Place: Gurugram, Haryana
Date: 21st December, 2018**

**Pankaj Dhawan
Company Secretary**