Date: 04th February, 2020

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 ("Notice"), along with the other requisite documents, is being sent to all the Shareholders whose names appear in the register of Members /Beneficial owners received from the National Securities Depository Limited (NSDL) and Central Services Depository Limited (CDSL) as on 24th January, 2020 (Cut-off date) seeking their approval as set out in the Notice. Copy of the same is enclosed.

The Company has appointed KFin Technologies Private Limited for the purpose of providing e-voting facility. The voting will commence at 9.00 A.M. Friday, 07th February, 2020, and shall end on Saturday, the 07th March, 2020 at 05.00 P.M. The results of the Postal Ballot will be announced on or before 04.00 P.M. Monday, 09th March, 2020.

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

This is for your information and record.

Thanking You.

Yours Faithfully,
For PVR Limited

PANKAJ DHAWAN
Digitally signed by PANKAJ DHAWAN
Date: 2020.02.04 14:18:02 +05'30'

Pankaj Dhawan
Company Secretary cum Compliance Officer

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 resolution appended below is proposed to be passed by the shareholders through postal ballot ("**Postal Ballot**") and electronic voting ("**e-voting**"). An Explanatory Statement pertaining to the said resolution 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 resolution, as set out herein below, is assented to by Members by means of Postal Ballot and e-voting, it shall be deemed to be passed on the last day of Postal Ballot i.e. 07th March, 2020 as if the same have been passed at a General Meeting of the Members convened in that behalf.

<u>SPECIAL BUSINESS:</u>

<u>ITEM NO.1</u>

TO APPROVE PVR EMPLOYEE STOCK OPTION PLAN 2020.

To consider, and if thought fit, to approve, PVR Employee Stock Option Plan 2020 and pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/ POLICY CELL /2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI (SBEB) Regulations"), including any statutory modification(s) or re-enactment(s) thereto, and further subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the introduction and implementation of an employee stock option plan namely **'PVR Employee Stock Option Plan 2020'** ("PVR ESOP 2020"/"Plan") and authorising the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 5,20,000 (Five Lakh Twenty Thousand) employee stock options to or for the benefit of such person(s) who are in permanent employment of the Company, present and future, within the meaning of PVR ESOP 2020 including any director, whether whole time or otherwise (other than promoters of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the PVR ESOP 2020, exercisable into not more than 5,20,000 (Five Lakh Twenty Thousand) equity shares of face value of Rs.10/- (Rupees Ten) each fully paid-up, where one employee stock option would convert into one fully paid-up equity share of face value of Rs. 10/- each upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of PVR ESOP 2020.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari-passu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs.10/- per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under PVR ESOP 2020 on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI (SBEB) Regulations, SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws to the extent relevant and applicable to the PVR ESOP 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the PVR ESOP 2020 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the PVR ESOP 2020 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things, as deemed necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of PVR ESOP 2020 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and take all such steps and decisions in this regard."

By order of the Board
For PVR Limited

Pankaj Dhawan
Company Secretary &
Compliance Officer
Membership No. F-3170

Place: Gurugram, Haryana
Date: 23rd January, 2020

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons thereof for the proposal is annexed hereto.

2. 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 24th January, 2020.

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 **24th January, 2020** 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 07th February, 2020 at 9:00 a.m. IST and ends on 07th March, 2020 at 5:00 p.m. IST.

6. Resolution 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 resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of voting i.e. 07th March, 2020.

8. The assent or dissent received from the Members after the last date and time of voting i.e. 5:00 p.m. IST on 07th March, 2020, 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 on or before 04:00 P.M. IST, Monday, 09th March, 2020 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.

11. The result of the Postal Ballot, along with the scrutinizer's report, will 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 **KFin Technologies Private Limited ("KFin") :- www.evoting.karvy.com** which is the agency whose services the Company has engaged for providing e-voting facility.

12. All the relevant documents will be available for inspection by Members at the Registered

Office and Corporate Office of the Company from 11:00 A.M. IST to 1:00 P.M. IST on any working day, from the first date of voting i.e. 7th February, 2020 till the last date of submission of Postal Ballot Form with the Scrutinizer i.e. 07th March, 2020.

13. 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 07th February, 2020 at 9:00 a.m. IST and ends on 07th March, 2020 at 5:00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is 24th January, 2020 may cast their votes electronically. The e-voting module shall be disabled by KFin, for voting after 05:00 p.m. IST on 07th March, 2020.

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 National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 24th January, 2020, 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: https//evoting.karvy.com.

6. Please contact our toll free no. 1-800-34-54-001 or contact Ms. Shobha Anand at 040 - 79611000 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@kfintech.com or einward.ris@kfintech.com.

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

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

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. 24th January, 2020 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 KFin 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. 5207 (EVENT) 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 number 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 : aruncs.gupta@gmail.com with a copy marked to evoting@kfintech.com or einward.ris@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO. 5207".

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 **KFin Technologies Private Limited**, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Phone No. 040 - 79611000, 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").

<u>ITEM NO. 1:</u>

<u>TO APPROVE PVR EMPLOYEE STOCK OPTION PLAN 2020.</u>

Objective of PVR ESOP 2020

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes that equity based compensation plans are an effective tool to reward the talents working with your Company.

With a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture and to retain them for ensuring sustained growth, your Company intends to implement an employee stock option plan namely 'PVR Employee Stock Option Plan 2020' ("PVR ESOP 2020"/ "Plan") seeking to cover eligible employees of the Company.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee") and the Board of Directors of the Company at their respective meetings held on 23rd January, 2020 had approved the introduction of PVR ESOP 2020, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI (SBEB) Regulations"), the Company seeks your approval by way of special resolution as regards to implementation of PVR ESOP 2020 and grant of options thereunder to the eligible employees of the Company as decided from time to time as per provisions of PVR ESOP 2020 read with SEBI (SBEB) Regulations.

The main features of the Plan are as under:

a) **Brief Description of the Plan:**
Keeping in view the aforesaid objectives, the Plan contemplates grant of options to the eligible employees of the Company. After vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall act as Compensation Committee for the administration of PVR ESOP 2020. All questions of interpretation of the PVR ESOP 2020 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in PVR ESOP 2020.

b) **Total number of options to be granted:**
The total number of options to be granted under the Plan shall not exceed 5,20,000 (Five Lakhs Twenty Thousand) options. Each option when exercised would be converted into one equity share of Rs.10/- (Rupees Ten Only) each fully paid-up.

The SEBI (SBEB) Regulations require that in case of any corporate action such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted.

In this regard, the Committee shall adjust the number and exercise price of the options granted in such a manner that the total value of the options granted under PVR ESOP 2020 remain the same after any such corporate action keeping the life of the options intact. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the aforesaid ceiling of options/ equity shares shall be deemed to be increased to the extent of such additional options issued.

c) **Identification of classes of employees entitled to participate in PVR ESOP 2020:**
All the permanent employees and Directors (hereinafter referred to as "Employees") of the Company shall be eligible subject to determination or selection by the Committee. Following classes of Employees are eligible:

i. a permanent employee of the Company, who has been working in India or outside India;
ii. a director of the Company, whether a whole time director or not;

Provided however that the following persons shall not be eligible for PVR ESOP 2020:

a) an employee who is a "Promoter" or belongs to the "Promoter Group" as defined in the SEBI (SBEB) Regulations; or
b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Equity Shares of the Company; or
c) Independent Directors.

d) **Requirements of vesting and period of vesting:**
All the options granted on any date shall vest not earlier than minimum of 1 (One) year and not later than a maximum of 4 (Four) years from the date of grant of options as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period.

The vesting dates in respect of the options granted under the Plan shall be determined by the Committee and may vary from employee to employee or any class thereof and / or in respect of the number or percentage of options granted to an employee.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI (SBEB) Regulations.

The Committee may at its discretion, lay down certain performance metrics and market linked metrics on the achievement of which the granted options would vest, the detailed terms and conditions for which will be finalized by the Committee.

e) **Maximum period within which the options shall be vested:**
All the options granted on any date shall vest not later than a maximum of 4 (years) years from the date of grant of options as stated above.

f) **Exercise price or pricing formula:**
The exercise price per option would be the closing market price one day prior to the date of grant on the stock exchange where the highest trading volume of the equity shares of the Company is registered subject to the discount upto 5% (five percent) at the

discretion of the Nomination and Remuneration Committee.

g) **Exercise period and the process of Exercise:**
The exercise period would commence from the date of vesting and will expire on completion of two years from the date of respective vesting or such other period as may be decided by the Committee from time to time.

The vested option shall be exercisable by the option grantees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.

h) **Appraisal process for determining the eligibility of employees under PVR ESOP 2020:**
The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure or association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

i) **Maximum number of options to be issued per employee and in aggregate:**
The maximum number of options that may be granted to any specific employee of the Company, in any financial year and in aggregate under the PVR ESOP 2020 shall not be more than 3,00,000 options.

j) **Maximum quantum of benefits to be provided per employee under the Plan:**
Apart from grant of options as stated above, no monetary benefits are contemplated under the Plan.

k) **Route of Plan implementation:**
The Plan shall be implemented and administered directly by the Company.

l) **Source of acquisition of shares under the Plan:**
The Plan contemplates issue of fresh/ primary shares by the Company.

m) **Amount of loan to be provided for implementation of the Plan(s) by the company to the trust, its tenure, utilization, repayment terms, etc:**
No loan shall be provided by the Company for implementation of the Plan.

n) **Maximum percentage of secondary acquisition:**
This is not relevant under the present Plan.

o) **Accounting and Disclosure Policies:**
The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments ("Guidance Note") and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or other relevant statutory authority from time to time, including the disclosure requirements prescribed therein. In case, the existing Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements, any other

Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI (SBEB) Regulations.

p) **Method of Option Valuation:**
The Company shall adopt 'fair value method' for valuation of options as prescribed under Guidance Note or under any Accounting Standard, as applicable, notified by appropriate authorities from time to time.

q) **Declaration:**
In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI (SBEB) Regulations.

A draft copy of Scheme the PVR ESOP 2020 is available for inspection at the Company's registered office / corporate office from 11:00 A.M. IST to 1:00 P.M. IST on any working day, from the first date of voting i.e. 7th February, 2020 till the last date of submission of Postal Ballot Form with the Scrutinizer i.e. 07th March, 2020.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent they may be lawfully granted Options under the PVR ESOP 2020.

In light of above, you are requested to accord your approval to the Special Resolution as set out at agenda item no. 1 of the accompanying Notice.

By order of the Board
For PVR Limited

Pankaj Dhawan
Company Secretary &
Compliance Officer
Membership No. F-3170

Place: Gurugram, Haryana
Date: 23rd January, 2020

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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 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 resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 23rd January, 2020 by conveying my/our assent or dissent to the said resolution 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.	TO APPROVE PVR EMPLOYEE STOCK OPTION PLAN 2020.			

Place :

Date : (Signature of the Member/ Beneficial Owner)

Note: Last date for receipt of Postal Ballot Forms by the Scrutinizer is 7th March, 2020.

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: www.evoting.karvy.com

The particulars for e-voting are as under:

EVENT(E-Voting Event Number)	USER ID	PASSWORD/PIN
5207		

The voting will not be allowed beyond 5:00 p.m. (IST) on 07th March, 2020 and the e-voting shall be disabled by KFin 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 resolution contained in the Postal Ballot Notice dated 23rd January, 2020 is being determined through Postal Ballot including facility of e-voting through the platform provided by KFin Technologies Private Limited, 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 pre-printed 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 Ballot 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. IST on 07th March, 2020. Please note that any response

received from the Members after 5:00 p.m. IST on 07th March, 2020 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 24th January, 2020, which is the cut-off date.

7. A Member may request for a duplicate Postal Ballot Form, if so required, from KFin Technologies Private Limited, having its address at: Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Phone No. 040 – 79611000 and e-mail id: shobha.anand@kfintech.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 Form 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 resolution 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. IST on 07th March, 2020, but is undated shall be considered valid.

11. The Scrutinizer will submit his report to the Chairman of the Company or such person as authorized upon completion of scrutiny of the votes received through the e-voting platform and physical Postal Ballot Forms, not later than 09th March, 2020.

12. The Chairman, or any person so authorized by him, shall announce the results of the Postal Ballot on or before 4:00 P.M. IST, Monday, 09th March, 2020 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 KFin Technologies Private Limited (evoting.karvy.com).

13. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of voting i.e. 07th March, 2020.

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/her 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 Form will be rejected.

20. The Scrutinizer's decision on the validity of the Postal Ballot and other related matters shall be final.