

**PVR LIMITED**

(CIN: L74899DL1995PLC067827)

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

Corporate Office: Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase-III, Gurugram-122002, Haryana

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

Phone: 0124 4708100; Fax: 0124 4708101

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of PVR Limited will be held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility, on Thursday, the July 21, 2022 at 11:00 A.M. (IST) to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - To consider and adopt: (a) the audited standalone financial statements of the Company for the Financial Year ended March 31, 2022, the report of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2022 and the report of Auditors thereon.

Item No. 2 - To appoint a Director in place of Ms. Renuka Ramnath (DIN 00147182) who retires by rotation and being eligible offers herself for re-appointment.

Item No. 3 - To appoint Statutory Auditors of the Company and to fix their remuneration.

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s S.R. Batliboi & Co. LLP (Firm's Registration No.: 301003E/E300005) be and are hereby appointed as Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s B S R & Co., LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the 32nd Annual General Meeting at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

Item No. 4 - To consider and approve payment of remuneration for Financial Year 2021-22 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013, and Rules made thereunder as amended from time to time, and all other applicable laws, if any, the consent of the Members of the Company be and is hereby accorded for the payment of ₹24,00,000/- (Rupees Twenty Four Lakh Only) towards remuneration for the Financial Year 2021-22 to Mr. Sanjai Vohra, a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Executive Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to execute all the documents and to do all such acts and deeds as may be necessary to give effect to this resolution."

Item No. 5 - To consider and approve remuneration paid to Mr. Gregory Adam Foster, a Non-Executive Independent Director of the Company for Financial Year 2021-22 and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time and all other applicable laws, if any, the consent of the Members of the Company be and is hereby accorded for payment of remuneration made to Mr. Gregory Adam Foster, Non-Executive Independent Director of the Company amounting to ₹26,64,201.60/- (Rupees Twenty-Six Lakh Sixty Four Thousand Two Hundred One point Six Zero Only) (USD 35,000) (US Dollar Thirty Five Thousand) for the Financial Year 2021-22.

RESOLVED FURTHER THAT the Executive Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to execute all the documents and to do all such acts and deeds as may be necessary to give effect to this resolution."

Item No. 6 - To consider and approve remuneration paid to Ms. Deepa Misra Harris, a Non-Executive Independent Director of the Company for Financial Year 2021-22 and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, and all other applicable laws, if any, the consent of the Members of the Company be and is hereby accorded for payment of remuneration made to Ms. Deepa Misra Harris, Non-Executive Independent Director of the Company amounting to Rs.18,00,000/- (Rupees Eighteen Lakh Only) for the Financial Year 2021-22.

RESOLVED FURTHER THAT the Executive Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to execute all the documents and to do all such acts and deeds as may be necessary to give effect to this resolution."

Item No. 7 – To consider and approve payment of remuneration for Financial Year 2021-22 to Mr. Vikram Bakshi, a Non-Executive Independent Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, and all other applicable laws, if any, the consent of the Members of the Company be and is hereby accorded for the payment of ₹20,00,000/- (Rupees Twenty Lakh Only) towards remuneration for the Financial Year 2021-22 to Mr. Vikram Bakshi, a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Executive Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to execute all the documents and to do all such acts and deeds as may be necessary to give effect to this resolution.”

Item No. 8 – To consider and approve payment of remuneration for Financial Year 2021-22 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, and all other applicable laws, if any, the consent of the Members of the Company be and is hereby accorded for payment of ₹18,00,000/- (Rupees Eighteen Lakh Only) towards remuneration for the Financial Year 2021-22 to Ms. Pallavi Shardul Shroff, a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Executive Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to execute all the documents and to do all such acts and deeds as may be necessary to give effect to this resolution.”

Item No. 9 – To consider and approve managerial remuneration paid to Mr. Ajay Bijli, Chairman and Managing Director of the Company for the Financial Year 2021-22 and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any amendment, modification or re-enactment thereof), the rules, regulations, directions, and notifications issued/ framed thereunder and all other applicable laws, if any, and the Articles of Association of the Company and basis the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, consent of the members be and is hereby accorded for payment of fixed managerial remuneration made to Mr. Ajay Bijli, Chairman and Managing Director of the Company, amounting to ₹6,41,51,532/- (Rupees Six Crore Forty One Lakh Fifty One Thousand Five Hundred and Thirty Two Only) for the Financial Year 2021-22, on such terms and conditions as

approved by the shareholders vide resolutions dated July 3, 2018 and September 29, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any committee thereof be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Item No. 10 – To consider and approve managerial remuneration paid to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the Financial Year 2021-22 and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any amendment, modification or re-enactment thereof), the rules, regulations, directions, and notifications issued/ framed thereunder and all other applicable laws, if any, and the Articles of Association of the Company and basis the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, consent of the members be and is hereby accorded for payment of fixed managerial remuneration made to Mr. Sanjeev Kumar, Joint Managing Director of the Company, amounting to ₹4,43,22,264/- (Rupees Four Crore Forty Three Lakh Twenty Two Thousand Two Hundred and Sixty Four Only) for the Financial Year 2021-22, on such terms and conditions as approved by the shareholders vide resolutions dated July 3, 2018 and September 29, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any committee thereof be and is hereby authorized to do all acts, deeds and things as may be required to give effect to the above resolution.”

Item No. 11- To consider and approve special incentive to Mr. Ajay Bijli, Chairman and Managing Director of the Company for the Financial Year 2021-22, and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any amendment, modification or re-enactment thereof), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), all other applicable laws, if any, the Articles of Association of the Company, and all applicable guidelines and circulars issued by the Central Government from time to time and basis the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company the consent of the members of the Company be and is hereby accorded for the payment of special incentive of ₹6,00,00,000/- (Rupees Six Crore Only) to Mr. Ajay Bijli, Chairman & Managing Director of the Company for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any committee thereof be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Item No. 12- To consider and approve special incentive to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the Financial Year 2021-22, and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any amendment, modification or re-enactment thereof), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), all other applicable laws, if any, the Articles of Association of the Company, and all applicable guidelines and circulars issued by the Central Government from time to time and basis the recommendation of the Nomination and Remuneration Committee

and that of the Board of Directors of the Company the consent of the members of the Company be and is hereby accorded for the payment of special incentive of ₹4,00,00,000/- (Rupees Four Crore Only) to Mr. Sanjeev Kumar, Joint-Managing Director of the Company for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any committee thereof be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

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

Place: Gurugram
Date: June 01, 2022

Sd/-
Mukesh Kumar
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is enclosed herewith and forms part of this Notice.
2. In view of the prevailing situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movement apart from social distancing, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2022 read together with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2020 (collectively referred to as "MCA Circulars") permitted convening of the Annual General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the said MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual General Meeting of the Company is being held through VC / OAVM. The deemed venue for the Annual General Meeting shall be the Registered Office of the Company. In compliance with applicable provisions of the Act read with aforesaid MCA circulars, the 27th Annual General Meeting of the Company is being conducted through Video Conferencing (VC) herein after called as "e-AGM".
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars, physical attendance of members has been dispensed away with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. Kindly also note that the participation of Members through VC will be reckoned for the purpose of quorum in accordance with Section 103 of the Act. It is hereby clarified that pursuant to Section 113 of the Companies Act, 2013 representatives of Members other than Individuals, may be appointed for the purpose of voting through remote e-voting or for participation in the meeting held through VC/ OAVM.
4. Since this Annual General Meeting will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the Annual General Meeting along with the Annual Report of Financial year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the website of the Company, the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited and that of the Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.
6. For the purpose of e-mail of this notice, members of the Company holding shares either in physical form or in de-materialized form as on June 17, 2022, have been considered. Members who have acquired shares after June 17, 2022 and before July 15, 2022 may approach the Company/KFinTech for issuance of the User ID and Password for exercising their right to vote by electronic means.
7. 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.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ("the Act"), the Register of Contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be open for inspection during the e-AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of e-AGM.

Members seeking to inspect such documents can send an email to the Company. mailto: cosec@pvr cinemas.com
9. Certificate(s) from Secretarial Auditors of the Company certifying that PVR Employee Stock Option Plan(s) are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and in accordance with the resolution(s) of the Members of the Company, will be available for inspection by the Members at the Annual General Meeting.
10. 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- KFinTech, by e-mail at inward.ris@kfintech.com or at their address at Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/Company for sending soft copies of Annual Report, notice and all other documents issued by Company from time to time.
12. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them.
13. Members are requested to note that dividend remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred under Section 124 of the Companies Act, 2013 to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further pursuant to the provisions of Section 124 of the Companies Act, 2013 and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

It is in the Members interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that

dividends paid by the Company are credited to the investor's account on time.

14. Members who have not yet encashed the dividend warrant(s) from the Financial Year ended March 31, 2015 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agent. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company up to the Financial Year ("FY") ended on March 31, 2015 pertaining to final dividend have been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website. Members are requested to contact KFinTech, to claim the unclaimed / unpaid dividends.
15. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on the General Meetings, of the persons seeking appointment/ re-appointment are also attached with this notice. The Company has received relevant disclosures/ consents from the Directors seeking appointment/ re-appointment.
16. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated April 20, 2018 has directed all the listed companies to update Bank Account details and Permanent Account Number (PAN) of the Members holding shares in physical form. Therefore, members, who have not yet updated their details, are requested to send the following documents to KFinTech:
 - i. Self-attested copy of PAN card including that of joint Members; and
 - ii. An original cancelled cheque of 1st Member (Name of 1st Member should be printed on cheque leaf). If name of 1st Member is not printed on cheque leaf, photocopy of passbook or bank statement duly attested by the banker along with cancelled cheque (Photocopy of cheque will not be accepted/ entertained). Members are also requested to update Email ID for our records and send their consent for receipt of communications by electronic means in accordance with various Circulars issued by the Ministry of Corporate Affairs from time to time.
17. SEBI vide its notifications dated June 8, 2018 and November 30, 2018, mandated that securities of listed companies can be transferred only in dematerialized form effective from April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members holding shares of the Company in physical form are requested to get their shares dematerialized.
18. Shareholders who have not registered their e-mail address and in consequence the Annual Report and Notice of AGM could not be serviced, may temporarily get their email address and mobile number registered with KFinTech, by clicking the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com.
19. Attention of the individual shareholders holding the securities in demat mode is also brought to recent SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020. In order to increase the efficiency of the voting process, SEBI has enabled e-voting to all the demat account holders, by way of a single login credential, through the demat accounts/ websites of Depositories/ Depository Participants ('DPs'). Demat account holders would be able to cast their vote without having to register again with the E-voting service providers (ESPs). Accordingly, vide this circular, the shareholders can register directly with the depository or can choose an option of accessing various ESP portals directly from their demat accounts. The shareholders are requested to go through the contents of the circular for seamless e-voting process.
20. **PROCEDURE FOR REMOTE E-VOTING AND JOINING THE e-AGM THROUGH VC / OAVM:**
 - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below. The Board has appointed M/s Arun Gupta & Associates, Practising Company Secretaries as a Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
 - ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - iv. The remote e-Voting period commences from July 18, 2022 to July 20, 2022 (both days inclusive) between 9.00 A.M. to 5.00 P.M.
 - v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. July 15, 2022.
 - vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. July 15, 2022, may obtain the login ID and password by sending a request at

- evoting@KFintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. July 15, 2022, may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
- Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
- Step 3:** Access to join virtual meetings (e-AGM) of the Company on KFintech system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1
	3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote.
	2. User not registered for Easi/Easiest <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1
	3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

Details on Step 2 are mentioned below:

I) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6651, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- 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.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., 'PVR LIMITED 6651- AGM' and click on "Submit".
- 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose

the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- 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 have voted on the resolution(s), 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(s).
- Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id aruncs.gupta@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "PVR LIMITED Event No.6651"
- Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced will have to follow the following process:
 - Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number registered with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and

e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

II) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least fifteen minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at mailto:cossec@pvr cinemas.com. Questions / queries received by the Company till 05:00 p.m. on July 19, 2022 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes

by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

21. GENERAL INSTRUCTIONS FOR MEMBERS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will open from 09:00 a.m. on July 17, 2022 till 05:00 p.m. on July 19, 2022. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Post Your Question' option which will open from 09:00 a.m. on July 17, 2022 and will be available till 05:00 p.m. on July 19, 2022.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact at evoting@kfintech.com or call KFinTech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on July 15, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date i.e. July 15, 2022, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

The results of the electronic voting shall be declared to the Stock Exchanges after the e-AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

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

Place: Gurugram
Date: June 01, 2022

Sd/-
Mukesh Kumar
Company Secretary

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

Item NO. 3

This explanatory statement is in terms of Regulation 36(5) of the SEBI Listing Regulations, however, the same is strictly not required as per Section 102 of the Act.

The Statutory Auditors of the Company, M/s. B S R & Co, LLP were appointed in 2017 for a period of five years to hold office until the conclusion of 27th Annual General Meeting of the Company. Accordingly, M/s. B S R & Co, LLP shall cease to be the statutory auditors of the Company on the conclusion of 27th Annual General Meeting.

The Audit Committee and the Board of Directors considered it prudent to appoint new firm as statutory auditor in place of the retiring auditors. The Board has, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., based on the recommendation of the Audit Committee, at its meeting held on May 09, 2022 proposed the appointment of M/s S.R. Batliboi & Co, LLP (Firm's Registration No.: 301003E/E300005) as Statutory Auditors of the Company for a period of five years from the conclusion of 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

M/s S.R. Batliboi & Co, LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

M/s S.R. Batliboi & Co. LLP (FRN 301003E/E300005), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI"). The Audit Firm was registered with ICAI in the year 1949 and is a limited liability partnership firm ("LLP") incorporated in India. The Audit Firm is part of S.R. Batliboi & Associates network of audit firms, which is registered with ICAI. It has registered office in Kolkata and has 7 branch offices in various cities in

India. It is primarily engaged in providing audit and assurance services to its clients and has valid Peer Review Certificate.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

ITEM NO. 4 to 8

Pursuant to the provisions of Section 149 read with Section 197 and 198 of the Companies Act, 2013 ("the Act"), Rules made thereunder and Schedule V of the Act, company may pay to its Non-executive directors (including Independent Directors) remuneration upto 1% of the Net Profits of the company (excluding sitting fees).

Further, Ministry of Corporate Affairs has vide its notification dated March 18, 2021 amended Schedule V of the Act, by allowing the companies to pay remuneration to the Non-Executive Directors (including Independent Directors) upto the defined thresholds (excluding sitting fees), even in the case of loss or inadequacy of profits.

During the Financial Year 2021-22, the Company's operations were affected due to COVID-19 pandemic and thus it has incurred losses calculated in accordance with Section 198 of the Act. In accordance with the provisions of Schedule V to the Act, in case of inadequacy of profits or loss, a Company may pay remuneration to its Non-executive directors based on the Effective Capital of the Company. The Effective Capital of your Company as of March 31, 2022 was ₹2,324.75 Crore. In terms of the thresholds given under Section II Part II of Schedule V of the Act, the Board proposes to pay/has paid following remuneration to the Independent Directors of the Company for the Financial Year 2021-22 (excluding sitting fees):

- (a) Mr. Sanjai Vohra- ₹24,00,000 (Rupees Twenty Four Lakh);
- (b) Mr. Gregory Adam Foster- ₹26,64,201.60/- (Rupees Twenty Six Lakh Sixty Four Thousand and Two Hundred One point Six Zero Only) (USD 35,000) (US Dollar Thirty Five Thousand);
- (c) Ms. Deepa Misra Harris- ₹18,00,000 (Rupees Eighteen Lakh);
- (d) Mr. Vikram Bakshi- ₹20,00,000 (Rupees Twenty Lakh); and
- (e) Ms. Pallavi Shardul Shroff- ₹18,00,000 (Rupees Eighteen Lakh)

Further, in accordance with the provisions of Schedule V of the Act, the payment of above remuneration requires approval of the members vide ordinary resolution.

The Members may kindly note the endeavour and contributions made by the following Independent Directors:

1. Mr. Sanjai Vohra is the chairman of the Audit Committee, Nomination & Remuneration Committee and is a member of CSR Committee and Risk Management Committee and has over three decades of experience in the banking industry, private finance and risk management. Mr. Vohra has devoted sufficient time and efforts to lead various Committees and in providing strategic guidance to the management of the Company in the area of his expertise. He has involved himself through formal and informal meetings to ensure that the Company receives the required inputs and guidance from him in timely manner. His invaluable guidance in strategic decision making has always been helpful for the Company.

2. Mr. Gregory Adam Foster is a respected global entertainment executive and business adviser. He brings the required insight for the business from Global market perspective and in identifying new opportunities for growth of the Company. His experience relating to the industry helps in framing short/long term strategies for the business of the Company.
3. Ms. Deepa Misra Harris is the member of the Audit Committee, Nomination & Remuneration Committee and CSR Committee. She has over three decades of experience in the high-end hospitality category. She provides strategic guidance in the area of her expertise and has helped in building/ protecting the brand and goodwill of the Company during her tenure. Her invaluable advice as member of various committees has always been appreciated by the Company.
4. Mr. Vikram Bakshi is the Chairman of the Stakeholders Relationship Committee and member of Audit Committee of the Company. He has over three decades of rich and relevant experience of hospitality and retail sectors. He provides strategic and invaluable guidance to the management team in the area of his expertise. His inputs and guidance in negotiations with various vendors and developers was very important to sail through the tough times. He was always readily available to the management team for any consultation on the matters relating to strategic importance through formal and informal meetings, as may be required from time to time.
5. Ms Pallavi Shardul Shroff is the Managing Partner of Shardul Amarchand Mangaldas & Co. with over 38 years of extensive experience in the field of legal & corporate governance. She constantly guides the Company on matter related to her expertise. She has directed the Company through key legal matters including litigations as faced by the Company due to COVID pandemic. She also provides her inputs and guidance on matters related to corporate governance of the Company.

The members may kindly note that the Independent Directors plays very active role in strengthening the corporate governance of the Company and in ensuring the success of the Company. They have ensured their availability to guide the management of the Company through formal and informal engagements with the

management team, as and when needed. They deployed their knowledge, networking and expertise during the year to ensure achievement of desired results.

The Board recommends the said resolutions as set out at Item No(s). 4 to 8 for your approval.

Mr. Sanjai Vohra, Mr. Gregory Adam Foster, Ms. Deepa Misra Harris, Mr. Vikram Bakshi and Ms. Pallavi Shardul Shroff are concerned or interested in their respective resolutions to the extent of their remuneration. No other Director of the Company, Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolutions, except to the extent of their respective shareholdings, if any.

ITEM NO(s). 9 and 10

The members of the Company had on July 3, 2018 approved the re-appointment and the payment of managerial remuneration to (i) Mr. Ajay Bijli, Chairman and Managing Director of the Company, comprising annual fixed salary of ₹5,49,99,600 plus variable remuneration by way of commission @ 3.90% of net profits of the Company payable annually (with an increment @ 8% per annum of the fixed remuneration) from financial year 2018-19 up to expiry of his term in financial year 2022-23; and (ii) Mr. Sanjeev Kumar, Joint Managing Director of the Company, comprising annual fixed salary of ₹3,79,99,200 plus variable remuneration by way of commission @ 2.10 % of net profits of the Company payable annually (with an increment @ 8% per annum of fixed remuneration) from financial year 2018-19 up to expiry of his term in financial year 2022-23. Later, the members had approved that the commission shall be computed without considering the impact of Ind AS 116 (Lease Accounting) in its meeting held on September 29, 2020.

Further, the members of the Company had at their meeting held on September 29, 2020, also approved minimum remuneration of ₹45,83,300 per month (plus an annual hike @ 8% of fixed remuneration) for Mr. Ajay Bijli and ₹31,66,600 per month (plus an annual hike @ 8% of fixed remuneration) for Mr. Sanjeev Kumar, subject to regulatory approvals pursuant to Section 197 read with Schedule V of Companies Act, 2013 ("the Act") and in accordance with Regulation 17(6)(e) of SEBI Listing Regulations.

The Members may kindly note that a large part of the remuneration during pre-pandemic period drawn by Mr. Ajay Bijli and Mr. Sanjeev Kumar, as approved by the shareholders earlier, were in form of variable pay linked to the profitability of the Company. Please see below the summary of compensation paid to Mr. Ajay Bijli and Mr. Sanjeev Kumar for FY 2018-19, FY 2019-20, FY 2020-21 and FY 2021-22 respectively.

Remuneration	Mr. Ajay Bijli				Mr. Sanjeev Kumar			
	FY 2018-19	FY 2019-20	FY 2020-21	FY 2021-22	FY 2018-19	FY 2019-20	FY 2020-21	FY 2021-22
Basic Salary	3,69,12,000	3,98,64,960	4,30,54,152	43,054,152	2,55,00,000	2,75,40,000	2,97,43,200	2,97,43,200
Perquisite	1,80,87,600	1,95,34,608	2,10,97,380	2,10,97,380	1,24,99,200	1,34,99,136	1,45,79,064	1,45,79,064
Commission	10,75,73,510	7,71,56,638	-	-	6,82,80,706	5,73,53,606	-	-
Total	16,25,73,110	13,65,56,206	6,41,51,532	6,41,51,532	10,62,79,906	9,83,92,742	4,43,22,264	4,43,22,264

The Financial Year 2021-22 has again been a challenging year for the Company, as COVID-19 continued to adversely impact the operations of the Company due to the burgeoning caseload across the entire country, localized lockdowns, shutdown of cinemas and curfews imposed by various state governments during the second wave of Covid-19. During 3rd Quarter of Financial Year 2021-22, the Company had restarted its operations in all states with full capacities or with capacity restrictions depending upon respective state guidelines.

The business started to pick up momentum from November 2021 and showed a promising recovery but with the advent of 3rd wave of Covid-19 in January 2022 and the increasing Omicron cases the operations of the Company were again impacted in January and February 2022 where cinemas were allowed to operate with 50% capacity in majority states. However, the month of March 2022 saw a very strong recovery in box office performance with release of new content and strong admissions across our theatres.

The pandemic has resulted in extreme economic and social stress in India and the world. The Cinema exhibition industry has been most negatively impacted and it has received very little governmental / regulatory support. However, inspite of the tough ongoing times, under the stewardship of Mr. Ajay Bijli and Mr. Sanjeev Kumar, the Company was able to manage and navigate the crisis successfully. They have been instrumental in managing the business of the Company with exceptional growth and profitability throughout the years since inception and also in navigating the Company through these tough times. They have been able to attract suitable and respectable investments in the Company and have ensured great return to all the stakeholders.

Pursuant to the provisions of Section 197 read with Schedule V the Act, where a Company is into loss or has inadequate profits, it may pay the minimum remuneration, subject to the approval of the shareholders, vide special resolution.

As mentioned above, since the profits of your Company for the Financial Year 2021-22 is inadequate, as calculated in accordance with the provisions of Section 198 of the Act, and in view of the contributions made by Mr. Ajay Bijli and Mr. Sanjeev Kumar during the Financial Year 2021-22, the Company has paid ₹6,41,51,532/- (Rupees Six Crore Forty One Lakh Fifty One Thousand Five Hundred and Thirty Two Only) to Mr. Ajay Bijli and ₹4,43,22,264/- (Rupees Four Crore Forty Three Lakh Twenty Two Thousand Two Hundred and Sixty Four Only) to Mr. Sanjeev Kumar during the previous fiscal year, subject to members approval, being the minimum remuneration to be paid to the above directors in case the Company has of no profits or inadequate profits in a financial year, as approved by the shareholders' by way of a resolution dated July 3, 2018. A statement containing additional information as required under Schedule V to the Act is annexed to this Notice.

The Board recommends the special resolutions as set out at Item No(s). 9 and 10 respectively for your approval.

None of the Directors (except Mr. Ajay Bijli and Mr. Sanjeev Kumar for their respective resolutions), any other Key Managerial Person(s) of the Company or their relatives are, in any way, concerned or interested in the passing of these resolutions, except to the extent of their respective shareholdings, if any.

ITEM NO.11 & 12

The Members may take note that the Nomination & Remuneration Committee and the Board of the Company reviewed the performance of Executive Directors of the Company and took note of the fact that Mr. Ajay Bijli and Mr. Sanjeev Kumar exhibited exemplary leadership in steering the company out of the pandemic during the last 2 years. This required their taking the lead in managing and nurturing the relationships and goodwill with various stakeholders such as shareholders, employees, investors, bankers, Government, film industry, vendors etc.

As a result of these efforts the Company is in an enviable position to capitalize on the opportunities that lie ahead. Among the key achievements during the last 2 fiscal years arising from the leadership role and active involvement of the Executive Directors were:

1. **Financial resilience:** The Company took pro-active steps to build financial resilience and instill confidence among

stakeholders by raising following capital by way of Equity and Debt to keep sufficient liquidity during the uncertain times:

- (i) **Rights Issue** – The Company raised ₹300 crore rights issue in August 2020 where Mr. Ajay Bijli and Mr. Sanjeev Kumar, as promoters, participated and made a total investment of ₹65.64 crore.
- (ii) **QIP Issue** – The Company successfully placed a QIP of ₹800 crore in February 2021 to marquee institutional investors.
- (iii) **Debt** – The Company raised additional funding of more than ₹1,000 crore since the beginning of the pandemic in the form of long term facilities/NCDs/ working capital loans for meeting its financial commitments.
2. **Developer Community:** They actively participated in all discussions and negotiations with developer partners during COVID 19 pandemic. The Rental cost was reduced approximately by 79% in FY 2020-21 and by 41% in FY 2021-22, aggregating ₹696 crores.
3. **Government advocacy:** They led advocacy efforts with the Government for the industry at center and state level to seek additional funding for the sector through ECLGS Scheme, relief on various costs like exemption of electricity charges, property taxes etc. and a re-opening time frame for multiplex industry.
4. **Film industry:** They led negotiations with the film industry and were able to give comfort and assurance on the theatrical release of films and manage the competition from OTT platforms.
5. **Fixed Cost Management:** The company was able to achieve significant cost savings during the last 2 years through a range of cost optimization and efficiency efforts. In FY'21 the fixed cost of ₹1,714 crore (FY' 20) was brought down to ₹636 crore (FY'21) resulting in reduction of fixed cost by 63%. Similarly, during FY 2021-22 the company achieved a savings of 37% in fixed cost with a **total fixed cost of ₹1,078 crore. Total fixed cost reduction of ₹1,714 crore over the 2 years.**
6. **Internal Teams:** The morale and motivation of all the staff and teams was kept high ensuring no loss of any key member of the management team.

Many of the key contributors were incentivised for their contribution and efforts to drive sustainability and cost optimization. The company further announced an increment of 8% in employee compensation effective December 2021.

7. **Merger PVR & INOX:** The Executive Directors took the bold step in creating one of the largest cinema platforms in the country by announcing the merger of INOX Leisure Limited with PVR Limited to create a network of more than 1500 screens. The intent behind this partnership is to accelerate the growth of the company and the sector, which has been heavily affected over the last few unprecedented years.

In light of the foregoing achievements, the members should note that the Executive Directors have not received any remuneration by way of commission based on profits, which were part of their remuneration in last 2 years, as the Company had incurred losses on account of the COVID pandemic. This commission represented approx. 53% of their overall compensation in pre-pandemic period (based on average of FY2018-19 and FY2019-20 actuals). Further, they have voluntarily also

forgone the amount of increment @ 8% for FY 2021-22, which was part of their fixed salary as approved by the shareholders.

The Members may kindly note that the Executive Directors has received 53% less compensation (as compared to pre-pandemic levels) in each of the last 2 years which was in contrast to the average compensation reductions at other levels within the organization as stated below:

	FY 2021-22 reduction	Last 2 yrs. Average (FY 2021-22 & FY 2020-21) reduction
Senior Management	9%	26%
Mid Management & Frontline staff	6.5%	17.5%
Overall	7%	19%

Further, in order to retain and motivate the key employees the Company introduced, 2 ESOP schemes in 2020 and 2022 for 11,20,000 no. of options representing 1.84% of the paid up capital of the company as on March 31, 2022. The Executive Directors being Promoters of the Company, were not entitled to participate in the ESOP schemes.

The Executive Directors led by example in taking a 53% less compensation (as compared to pre-pandemic levels) for each of the 2 years (FY 2020-21 and FY 2021-22), which percentage was far higher than various groups of employees and the Company overall (even disregarding the ESOP schemes for employees) for these years.

The Board recommendation to grant a special incentive is based on the performance of the Executive Directors during the pandemic for a period of 2 financial years. The payment of special incentive amount of ₹6,00,00,000/- (Rupees Six Crore Only) to Mr. Ajay Bijli would translate to ₹3,00,00,000/- (Rupees Three Crore Only) for each year when looked at from a 2 year perspective and the payment of special incentive amount of ₹4,00,00,000/- (Rupees Four Crore Only) would translate to Rs 2,00,00,000/- (Rupees Two Crore Only) for each year when looked at from a 2 year perspective.

It should be noted that after including the recommended special incentive, the Executive Directors compensation would still be less by approx. 33% for each of the 2 years (FY 2020-21 and FY 2021-22) as compared to pre-pandemic levels, which percentage is far higher than various groups of employees and the company overall (even disregarding the ESOP schemes for employees) for these years.

Therefore, based on the above considerations and exemplary contributions made by the Executive Directors, your Board of Directors on the basis of recommendations of the Nomination and Remuneration Committee, recommends a payment of special incentive of a sum of ₹6,00,00,000/- (Rupees Six Crore Only) to Mr. Ajay Bijli, Chairman & Managing Director and a sum of ₹4,00,00,000/- (Rupees Four Crore Only) to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the financial year 2021-22 in addition to the salary as set out in resolution nos. 9 and 10 above.

A statement containing additional information as required under Schedule V to the Act is annexed to this Notice.

The Board recommends the special resolutions as set out at Item No. 11 & 12 respectively for your approval.

None of the Directors except Mr. Ajay Bijli and Mr. Sanjeev Kumar, any other Key Managerial Person(s) of the Company or their relatives are, in any way, concerned or interested in the passing of these resolutions, except to the extent of their respective shareholdings, if any.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Particulars	Ms. Renuka Ramnath	Mr. Ajay Bijli	Mr. Sanjeev Kumar
Director Identification Number (DIN)	00147182	00531142	00208173
Date of Birth (Age)	14/09/1961 (60 years)	09/02/1967 (55 years)	01/04/1972 (50 years)
Date of first Appointment	30/01/2013	Since inception	Since inception
Qualification/Brief Resume	Bachelor of Engineering, MBA from the University of Mumbai, Advanced Management Programme from Harvard Business School.	B.Com from Hindu College, Delhi University, Completed the Owners President Program at Harvard Business School.	Masters degree in Business Administration from University of London
Expertise in specific functional areas	Ms. Renuka has spent over two and a half decades in the Indian financial sector across private equity, investment banking and structured finance. As the Managing Director & CEO of ICICI Venture for close to a decade, she has contributed in many ways to the evolution of that firm to one of the largest private equity funds in India. Ms. Renuka has deep experience of raising, investing and returning third party capital across several economic cycles.	Has 26 years of experience in film exhibition industry. He has pioneered the multiplex concept in India. He is a member of Young Presidents Organisations and is widely recognized as a credible voice for the Indian Film Exhibition Industry.	Has over 22 years of experience in the film exhibition industry. Has been instrumental in setting up PVR's relation with various Hollywood Studies including Miramax, Newline, IEG and Zee MGM.
Terms and conditions of appointment	Liable to retire by rotation	Five years with effect from April 1, 2018 as Chairman cum Managing Director and liable to retire by rotation as Executive Director	Five years with effect from April 1, 2018 as Joint Managing Director and liable to retire by rotation as Executive Director
Details of remuneration and remuneration last drawn	NIL	₹6,41,51,532/- (Rupees Six Crore Forty One Lakh Fifty One Thousand Five Hundred and Thirty Two Only)	₹4,43,22,264/- (Rupees Four Crore Forty Three Lakh Twenty Two Thousand Two Hundred and Sixty Four Only)
Details of remuneration sought to be paid	NIL	₹6,41,51,532/- (Rupees Six Crore Forty One Lakhs Fifty One Thousand Five Hundred and Thirty Two Only). and Special Incentive ₹6,00,00,000/- (Rupees Six Crore Only)	₹4,43,22,264/- (Rupees Four Crore Forty Three Lakhs Twenty Two Thousand Two Hundred and Sixty Four Only). and Special Incentive ₹4,00,00,000/- (Rupees Four Crore Only)
Directorship held in other companies (excluding foreign companies)	1. Multiples Alternate Asset Management Private Limited 2. Multiples Equity Fund Trustee Private Limited 3. Tata Communications Limited 4. People strong Technologies Private Limited 5. Vastu Housing Finance Corporation Limited 6. TV 18 Broadcast Limited 7. Multiples Asset Management IFSC Private Limited 8. Zenex Animal Health India Private Limited	1. PVR Pictures Limited 2. Priya Exhibitors Private Limited 3. Kriros Private Limited	1. PVR Pictures Limited 2. Priya Exhibitors Private Limited
Listed entities from which director has resigned in past 3 years	1. Arvind Limited. 2. Ultratech Cement Limited. 3. Network 18 Media & Investments Limited. 4. L&T Technology Services Limited. 5. India Energy Exchange Limited.	NIL	NIL

Particulars	Ms. Renuka Ramnath			Mr. Ajay Bijli	Mr. Sanjeev Kumar
Committees membership/ chairmanships held in other companies (excluding foreign companies)	Name of Company	Committee	Designation	PVR Pictures Limited – Chairman of CSR Committee	PVR Pictures Limited – Member of CSR Committee
	Multiples Alternate Asset Management Private Limited	Corporate Social Responsibility Committee	Chairperson Member		
	Arvind Limited	Nomination and Remuneration Committee	Member		
	PVR Limited	Nomination and Remuneration Committee	Member		
	Tata Communications Limited	Audit Committee	Chairperson		
		Nomination and Remuneration Committee	Member		
	Zenex Animal Health India Private Limited (Formerly, NutriZvit Animal Health India Private Limited)	Nomination and Remuneration Committee	Member		
Number of shares/ Convertible Instrument, either in individual capacity or on a beneficial basis, held in the Company, as on the date of appointment	NIL			57,72,205	4,092,450
Membership/ Chairmanships of Committees of the Board	Refer to Report on Corporate Governance			Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Relationship with any Director(s), Manager(s) and other Key Managerial Personnel of the Company	None			None	None
Number of Board meetings attended during the Financial Year 2021-22	4			5	5

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT.

I. General Information

Nature of Industry	The Company has been engaged in the business of Film Exhibition and Food & Beverages.				
Date or expected date of commencement of commercial production	The Company was incorporated on April 26, 1995. The Company had since then commenced its business.				
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable				
Financial Performance based on given indicators					(₹ in Lakhs)
	Particulars	F.Y. 2021-22	F.Y. 2020-21	F.Y. 2019-20	F.Y. 2018-19
	Revenue from Operations	1,21,331	22,572	3,28,436	3,03,935
	Profit/(Loss) for the year	(47,875)	(72,358)	2,334	17,757
	Profit/(Loss) under Section 198	N.A.	N.A.	13,677	35,465
		(loss in this year)	(loss in this year)		
Foreign Investment or collaborations, if any:	Not Applicable				

II. Details regarding information about the appointee as provided in Schedule V to the Act are as under:

Particulars	Mr. Ajay Bijli	Mr. Sanjeev Kumar	Mr. Sanjai Vohra	Mr. Vikram Bakshi
Background details, Job profile and suitability	The details for each of these Directors can be found on the website of the company at https://www.pvr cinemas.com/about			
Past remuneration i.e. For the F.Y. 2020-21	₹6,41,51,532/- (Rupees Six Crore Forty One Lakhs Fifty One Thousand Five Hundred and Thirty Two Only)	₹4,43,22,264/- (Rupees Four Crore Forty Three Lakhs Twenty Two Thousand Two Hundred and Sixty Four Only)	₹24,00,000/- (Rupees Twenty Four Lakhs Only)	₹20,00,000/- (Rupees Twenty Lakhs Only)
Recognition or awards	<ul style="list-style-type: none"> EY Entrepreneur of the year Award for Business Transformation" in 2013, The "Most Admired Multiplex Professional of the year" award at the CMO Asia's Multiplex Excellence Awards in the year 2014, The "Business Icon of the year" award at the Bollywood Film Business Awards at the Bollywood Film Market and ALIIF in 2015 and the "Exhibitor of the year" award at the Cine Asia awards in 2017. 	<ul style="list-style-type: none"> Nominated as a mentor and has provided seed money for grooming young entrepreneurs at the school level in the 'Business Blasters' programme, the school start-up initiative of the Delhi Government Honoured with the Business World Applause Person of the Year 2020 	<ul style="list-style-type: none"> "A highly regarded professional with extensive experience in banking, private equity, venture capital and business & financial strategy and restructuring. Has pan-Asian experience for over 30 years and a range of noteworthy transactions across the region and industries to his credit. Most recently was a Managing Director at UBS and previously JP Morgan." 	<ul style="list-style-type: none"> "Nominated as the 'Entrepreneur of the Year' by The Economic Times for two years (2004 & 2005) in succession, Recognized as 'The Most Admired Food Professional of the Year' at The Golden Spoon Awards 2008: The Images Award for Excellence in food retailing, Admitted as the only Restaurateur in the 'Hall of fame' by the Federation of Hotels & Restaurants of India (FHRAI) at their 45th convention in Agra in 2010 Contributed immensely to the growth of F & B Retail and has been Chairman of International Hospitality Fair, Confederation of Indian Industry (CII) – 2010, Sub-Committee on Tourism (Northern Region), CII(The Confederation of Indian Industry) 2004 – 2006, CII National Committee on Retailing 2002-2004, CII Delhi State Council 2003-2004,.
Remuneration proposed for approval Re: Resolution No. 4 to 10	₹6,41,51,532/- (Rupees Six Crore Forty One Lakhs Fifty One Thousand Five Hundred and Thirty Two Only)	₹4,43,22,264/- (Rupees Four Crore Forty Three Lakhs Twenty Two Thousand Two Hundred and Sixty Four Only)	₹24,00,000/- (Rupees Twenty Four Lakhs Only)	₹20,00,000/- (Rupees Twenty Lakhs Only)
Remuneration proposed as Special Incentive for approval Re: Resolution No. 11 & 12	₹6,00,00,000/- (Rupees Six Crore Only)	₹4,00,00,000/- (Rupees Four Crore Only)	-	-
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration has been considered by the Nomination & Remuneration Committee and the Board of Directors of the Company and is in line with the remuneration being drawn by similar positions in the similar industry.			
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Please refer to the related party transaction as provided in the Financial Statements which forms part of Annual Report for the Financial Year 2021-22.			

Particulars	Ms. Deepa Misra Harris	Ms. Pallavi Shardul Shroff	Mr. Gregory Adam Foster*
Background details, Job profile and suitability			
Past remuneration i.e. For the F.Y. 2020-21	₹18,00,000/- (Rupees Eighteen Lakhs Only)	₹18,00,000/- (Rupees Eighteen Lakhs Only)	₹8,04,983/- (Rupees Eight Lakhs Four Thousand Nine Hundred Eighty Three Only)*
Recognition or awards	<ul style="list-style-type: none"> A highly recognised influencer and opinion leader in hospitality, travel and tourism with numerous achievements to her credit. Featured in Impact's list of Most Influential Women in Marketing across 3 years and the Business Today list of Most Powerful Business Women for 2 years. A unique luxury hospitality and brand specialist with proficiency in Branding, Marketing, Sales and Public Relations. Ex-Head of Sales & Marketing for Taj Hotels, Palaces, Resorts, Safaris. She has served on various travel & tourism entities such as CII & FICCI tourism entities, FAITH, TAAI, HAI during her tenure with the Taj. 	<ul style="list-style-type: none"> Ranked as 'Global Leader' in WWL Global Guides Arbitration 2022 Recognised as a Star Individual for Dispute Resolution by Chambers and Partners, 2020-22 Recognised as an Eminent Practitioners in Competition/Antitrust & Band 2 in White-Collar Crime & Dispute Resolution: Arbitration by Chambers & Partners, 2022 Awarded the Hall of Fame for Dispute Resolution by Legal 500, 2020-22 Among the Economic Times Most Promising Women Leaders of 2021 Among the Top 50 Managing Partners in the Forbes, India, Legal Powerlist, 2020-21 Recognised as a Dispute Resolution Star for Commercial and Transactions, Competition/Antitrust by Benchmark Litigation, 2020-21 Recognised in Global Investigation Review 100, 2021 Recognised as an Elite practitioner for Dispute Resolution and Competition/Antitrust by Asialaw Profiles, 2020-21 Recognised in Fortune India's Most Powerful Women in Business, 2021 Honoured with 'Award of Mulan' at the BRICS Women Innovation Contest, 2021 Recognised as a Litigation Star for Commercial and Transactions, Competition/Antitrust by Benchmark Litigation Asia-Pacific, 2021 Recognised among 'The Economic Times Most Promising Women Leaders of 2021' Recognised as a Thought Leader – Global Elite by Who's Who Legal 2021 Among IBLU's A-List of India's Top 100 Lawyers & 35 Legal Icons, 2021 Awarded the Lawyers of India Day Award – 2020 by the Bar Association of India Awarded the Woman Lawyer of the Year at the BW Global Legal Awards, 2020 Among the Top 100 Women in Litigation 2020 by Benchmark Litigation Received the Lifetime Achievement Award at the Chambers India Awards, 2019. 	<ul style="list-style-type: none"> Member of the Academy of Motion Pictures, Arts & Sciences (since 2006) Member of the Board of Directors of Premiere Digital, a prominent Post Production Corporation based in Los Angeles & Bangalore Recipient of the OUR HOUSE Founders Award, Recipient of the American Cinematheque annual Sid Grauman Award, Former Director of the IMAX's corporate Board of Directors and IMAX China, a subsidiary of IMAX Corporation and Member of the Board of Trustees of the University of Southern California School of Dramatic Arts (2013-2018)
Remuneration proposed for approval Re: Resolution No. 4 to 10	₹18,00,000/- (Rupees Eighteen Lakhs Only)	₹18,00,000/- (Rupees Eighteen Lakhs Only)	₹26,64,201.60/- (Rupees Twenty Six Lakhs Sixty Four Thousand Two Hundred and One Point Six Zero Only)
Remuneration proposed - as Special Incentive for approval Re: Resolution No. 11 & 12	-	-	-
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person			
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.			

*He was appointed during Financial Year 2020-21 and the payment was for the part of the year in USD after deduction of applicable taxes.

III. Other information:

Reasons of loss or inadequate profits	The financial results of the Company for the Financial Year 2021-22 were impacted on account spread of COVID-19 pandemic and the measures taken by government bodies to prevent its transmission. As per Government Orders, the cinema halls were closed for major part of the year and also very few film were released for exhibition in cinema halls during the period.
Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> • Additional Borrowings: Raised additional borrowings of ₹200 Crore from existing bankers to shore up liquidity. • Additional Borrowings through ECLGS 3.0 Scheme- Raised a sum of ₹200 Crore under the ECLGS 3.0 Scheme. <p>Fund raised through Non-Convertible Debentures: The Company had successfully raised ₹230 Crore through the allotment of Non-Convertible Debentures during third quarter of Financial Year 2021-22.</p>
Expected increase in productivity and profits in measurable terms	<p>Higher occupancy rate: The occupancy rate at PVR increased significantly in November and December within a short time frame as soon as new content was released. It further improved dramatically in March, 2022, post Wave 3 and touched almost pre-Pandemic levels. The company witnessed 90.5 lakh admissions in March 2022. Financial Year 2023 is expected to be a strong year with occupancy returning to pre-pandemic levels and sustaining given the strong line up of content.</p> <p>Superior technology: The implementation of the latest technologies in the market (video, audio, and seating, among others) ensures that multiplexes can provide a premium experience to their customers.</p> <p>Increasing number of malls: Over the last decade, the number of malls has increased dramatically. Previously only found in Tier-I cities, they are now finding their way into Tier-II cities as well. The expansion of multiplexes will also be aided by this deepening footprint.</p>

IV: Disclosures:

- (i) The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Board Report under the heading "Corporate Governance" attached to the Annual Report of the Company for the financial year 2021-22.
- (ii) The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.