

**PROCEEDINGS OF THE 19<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF PVR LIMITED  
HELD ON MONDAY, THE 29<sup>TH</sup> SEPTEMBER, 2014 AT 10:30 A.M. AT MAPPLE EMERALD,  
RAJOKRI, NH-8, NEW DELHI - 110038**

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**Present**

Mr. Sanjeev Kumar	Chairman of the meeting
Mr. Sanjai Vohra	Director
Mr. Nitin Sood	Chief Financial Officer
Mr. N.C. Gupta	Company Secretary
Mr. Pankaj Dhawan	Sr. VP- Secretarial
Mr. Dilip Jain	Statutory Auditors

Total 154 members and 17 proxies as per attendance slips received were present in the meeting.

**Chairman**

Mr. Sanjeev Kumar took the chair and welcomed the members at the 19<sup>th</sup> Annual General Meeting of the Company.

**Quorum**

On being informed by the Company Secretary that the quorum is present, the Chairman declared the meeting to order.

**Proceedings conducted by Chairman**

The Chairman then took up the formal proceeding of the meeting. With the concurrence of the members the Notice of the 19<sup>th</sup> Annual General Meeting was taken as read and since the Auditor's Report was unqualified accordingly pursuant to section 145 was not read.

Mr. Pankaj Dhawan, Sr. VP- Secretarial informed that the Statutory Registers, Proxy Register and other documents as mentioned in the Notice were available during the meeting for inspection of the members.

Mr. Sanjeev Kumar further informed the members that since the relevant provisions of Companies Act, 2013 and Rules notified thereunder have been made effective from 1<sup>st</sup> April, 2014 therefore the proceedings of the meeting shall be carried out as per the requirements of Companies Act, 2013.

Mr. Arun Kumar Gupta, Practicing Company Secretary, whom the Board had appointed Scrutinizer for the voting process, was also present to conduct the voting by poll.

Mr. Sanjeev Kumar apprised the members that pursuant to the e-voting facility provided by the Company, certain members have already exercised their votes between 23<sup>rd</sup> to 25<sup>th</sup> September, 2014 and the Scrutinizer has submitted the report on electronic voting to the Chairman before the AGM.

The Chairman informed that as per requirement of Companies Act, 2013, facility for voting by poll will also be provided to the members present in person and through proxies at the AGM, to vote in proportion to the shares held by them, on all resolutions as set out in the Notice. Therefore no resolution will be passed by show of hands. Before starting the poll, the Chairman enquired if any member had any question on the financial statements of the Company.

Before formally ordering Poll, the Chairman invited members (other than those present through proxies) if they have any query on financial accounts of the Company for financial year 2013-14. However no member put any query and appreciated the performance of the Company for financial year 2013-14.

The members congratulated the Chairman and the Board of Directors for the good performance of the Company.

The Chairman thanked them for the appreciation and their co-operation for the smooth conduct of the AGM.

Then Chairman requested Mr. Pankaj Dhawan to explain about voting process. Mr. Dhawan explained about voting process and asked Mr. Arun Kumar Gupta to show two empty ballot boxes to the members and lock the ballot boxes in their presence.

Members then casted their votes by filling their ballot papers and dropping the same in ballot box. After obtaining confirmation from the shareholders and the scrutinizer that everyone has exercised the vote, Mr. Pankaj Dhawan declared the poll as complete and scrutinizer took the Ballot Boxes in his safe custody.

Then Mr. Pankaj Dhawan informed that on receipt of Scrutinizer's Report in the evening, the result shall be declared and shall be sent to Stock Exchanges thereafter and will be available on their website as well as on the Company's website [www.pvrcinemas.com](http://www.pvrcinemas.com).

Mr. Pankaj Dhawan thanked the members for their keen interest and participation in the meeting and declared that the meeting as closed.

**Result of E-voting and Poll conducted on the items of Ordinary and Special Business at the Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014.**

On the basis of the Scrutinizer's Report for E-voting as well as Report dated 29<sup>th</sup> September, 2014 for the Poll conducted at Annual General Meeting, as per result of the voting, all the resolutions for the ordinary and special business as set out at Item No. 1 to 13 of the Notice of 19<sup>th</sup> Annual General Meeting of the Company have been duly passed by the members with requisite majority. The result of E-voting and Poll as under:-

Resolution Nos. as given in the Notice of the 19 <sup>th</sup> Annual General Meeting	Particulars of votes cast					Result Declared
	Electronic Voting + P					
	Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Number	Percentage %	Number	Percentage %	No. of Invaidd Votes	
<b>Ordinary Business</b>						
1. Ordinary Resolution for consideration	30675723	100	0	0	2	Approved by requisite

and adoption of Audited Financial Statements, Report of the Board of Directors and Auditors						majority
2. Ordinary Resolution for declaration of dividend on Equity Shares	30771590	100	0	0	2	Approved unanimously
3. Ordinary Resolution for re-appointment of Mr. Ajay Bijli who retires by rotation	29929409	97.26	842181	2.74	2	Approved by requisite majority
4. Ordinary Resolution for re-appointment of Mr. Sanjeev Kumar who retires by rotation	30771540	99.99	50	0.01	2	Approved by requisite majority
5. Ordinary Resolution for appointment of Auditors and fixing their remuneration.	30675693	99.69	95897	0.31	2	Approved by requisite majority
<b>Special Business</b>						
6. Ordinary Resolution for appointment of Mr. Sanjay Kapoor as an Independent Director	30771540	99.99	50	0.01	2	Approved by requisite majority
7. Ordinary Resolution for appointment of Mr. Sanjay Khanna as an Independent Director	30771590	100	0	0	2	Approved by requisite majority
8. Ordinary Resolution for appointment of Mr. Vikram Bakshi as an Independent Director	28804347	95.54	1347243	4.46	2	Approved by requisite majority
9. Ordinary Resolution for appointment of Mr. Sanjai Vohra as an Independent Director	28804297	95.53	1347293	4.46	2	Approved by requisite majority
10. Ordinary Resolution for appointment of Mr. Amit Burman as an Independent Director	29610685	98.20	540905	1.80	2	Approved by requisite majority
11. Ordinary Resolution to charge fees from members to serve the documents	30671265	99.68	100325	0.32	2	Approved by requisite majority
12. Special Resolution to obtain approval	30731560	99.86	40030	0.14	2	Approved by requisite

for Management Services Agreement with PVR BluO Entertainment Ltd						majority
13. Special Resolution to obtain approval of raising funds from Qualified Investor Placement (QIP)	29231150	94.99	1540440	5.01	2	Approved by requisite majority

The resolutions passed by the shareholders are recorded hereunder as part of the proceedings of 19<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2014:-

### **Ordinary Business**

#### **Item No. 1**

#### **Adoption of Annual Accounts-Ordinary Resolution**

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and Profit & Loss Account for the year ended on that date along with Report of Auditors and Directors thereon, be and is hereby received, considered and adopted.”

#### **Item No. 2**

#### **Declaration of dividend on Equity Shares- Ordinary Resolution**

“RESOLVED THAT dividend @ Re. 2.50 per Equity Share on the issued and paid up share capital of the Company be and is hereby declared out of the profit of the Company for the financial year ended 31<sup>st</sup> March, 2014.

#### **Item No. 3**

#### **Reappointment of Mr. Ajay Bijli who retires by rotation- Ordinary Resolution**

“RESOLVED THAT Mr. Ajay Bijli who retires by rotation at this Meeting and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.”

#### **Item No. 4**

#### **Reappointment of Mr. Sanjeev Kumar who retires by rotation- Ordinary Resolution**

“RESOLVED THAT Mr. Sanjeev Kumar who retires by rotation at this Meeting and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.”

#### **Item No. 5**

#### **Appointment of Auditors and fixation of their remuneration- Ordinary Resolution**

“RESOLVED THAT M/s. S. R. Batliboi & Co. LLP Chartered Accountants, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the company to hold office for a period of 3 years at a remuneration as may be mutually agreed upon between the Board of directors and the Auditors.”

**Special Business**

**Item No. 6**

**Appointment of Mr. Sanjay Kapoor as an Independent Director- Ordinary Resolution**

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Sanjay Kapoor an Independent Director (DIN 01973450), who was appointed as an Additional Director of the Company on 31<sup>st</sup> January, 2014 under Section 161 of the Companies Act, 2013 by the Board of Directors and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sanjay Kapoor for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years.

**Item No. 7**

**Appointment of Mr. Sanjay Khanna as an Independent Director- Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, Mr. Sanjay Khanna (DIN 02137776), an Independent Director of the Company who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years.

**Item No. 8**

**Appointment of Mr. Vikram Bakshi as an Independent Director- Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, Mr. Vikram Bakshi (DIN 00189930), an Independent Director of the Company who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years.

**Item No. 9**

**Appointment of Mr. Sanjai Vohra as an Independent Director- Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, Mr. Sanjai Vohra (DIN 00700879), an Independent Director of the Company who is eligible for

appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years.

**Item No. 10**

**Appointment of Mr. Amit Burman as an Independent Director- Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, Mr. Amit Burman (DIN 00042050), an Independent Director of the Company who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years.

**Item No. 11**

**Approval of Charging Fees- Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director or key managerial personnel of the company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary , proper or desirable or expedient to give effect to above resolution.”

**Item No. 12**

**Approval for Management Service Agreement- Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act 2013, and the Rules made thereunder and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to enter into a Management Services

Agreement with PVR BluO Entertainment Limited with effect from 1<sup>st</sup> October 2014 for a consideration and on the terms and conditions as provided in the agreement.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.

### **Item No. 13**

#### **Approval for Issuance of Securities via QIP- Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 62 (1)(c) and Section 42 and all other applicable provisions of the Companies Act, 2013, including any rules made there under, and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force (“**Companies Act, 2013**”), and applicable provisions of the Companies Act, 1956, as amended, if any (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), and all the allied rules issued under Companies Act, 2013, as applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**SEBI ICDR Regulations**”), and all other applicable rules, regulations, circulars and guidelines of the Securities and Exchange Board of India (“**SEBI**”), the Foreign Exchange Management Act, 1999, and rules and regulations made there under, and subject to any other applicable law, rules, regulations, guidelines, notifications and circulars, if any (including any amendment or re-enactment thereto from time to time) issued by the Government of India, the Reserve Bank of India (“**RBI**”), SEBI or any other competent authority whether in India or abroad, and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company (“**Equity Shares**”) are listed (“**Stock Exchanges**”), and subject to requisite approvals, consents, permissions and/or sanctions of the lenders of the Company, the Government of India, SEBI, the Stock Exchanges, RBI, and all other competent authorities, institutions or bodies, within or outside India, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall be deemed, to include any committee thereof which the Board may have duly constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranche(s) to all eligible qualified institutional buyers within the meaning of the SEBI (ICDR) Regulations (collectively called the “**Investors**”), through a qualified institutions placement

pursuant to Chapter VIII of the SEBI (ICDR) Regulations and the Companies Act, 2013) (the “**Issue**”), such number of Equity Shares up to an aggregate amount of up to Rs. 500 Crores (inclusive of premium) through one or more placement document or other permissible/requisite offer document, and in such manner and on such price, terms and conditions considering prevailing market conditions and other relevant matters, as may be determined by the Board, in accordance with the provisions of the SEBI (ICDR) Regulations or other provisions of law including the Companies Act, 2013 as may be prevailing at the time.

“RESOLVED FURTHER THAT the Equity Shares shall be allotted as fully paid up within 12 months of the date of this resolution and the price inclusive of premium of the equity shares so issued shall not be less than the price determined in accordance with the provisions of the SEBI (ICDR) Regulations, including a discount of up to 5%, if any to the floor price or such other discount as may be permitted under Chapter VIII of the SEBI (ICDR) Regulations and approved by the Board, in consultation with the lead manager(s) and/or merchant banker(s) and/or advisor(s) to the Issue and/or such other person(s) in accordance with applicable laws, rules, regulations and guidelines prevailing in this regard.”

“RESOLVED FURTHER THAT the relevant date for the determination of the floor price of the Equity Shares offered shall be the date of the meeting in which the Board decides to open the proposed Issue, and the price of the Equity Shares shall be determined in accordance with the relevant provisions of Chapter VIII of the SEBI (ICDR) Regulations and applicable provisions, if any, of the Companies Act, 2013 and any other applicable laws, rules, regulations and guidelines.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted in accordance with the terms of their issue, and all such Equity Shares shall rank *pari passu* inter se and with the existing Equity Shares of the Company in all respects, including dividends.”

“RESOLVED FURTHER THAT the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as maybe authorized by the Board or any committee thereof in accordance with the Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of



Equity Shares including the number of Equity Shares that may be offered, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate, finalize and approve the preliminary placement document and the placement document in respect of the proposed Issue and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the preliminary placement document and the placement document (in draft or final form), and any amendments and supplements thereto, with any applicable Stock Exchanges, Government and Regulatory Authorities, institutions or bodies, as may be required, and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company, settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the Issueproceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Ajay Bijli and Mr. Sanjeev Kumar or any duly constituted committee of the Board be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as may be, jointly or severally deemed necessary, desirable, incidental or expedient to the issue or allotment of the aforesaid Equity Shares and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the Securities, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of all of such Equity Shares on the Stock Exchanges”

“RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any committee of

Directors, any other Director(s) or officer(s) of the Company to negotiate, approve, sign, execute, modify and amend necessary documents and other agreements that maybe required and to take any action and execute any instrument that may be deemed necessary or advisable and do all such acts, deeds, matters and things for and on behalf of the Company including executing such other agreements, deeds, contracts, undertakings, letters, documents, forms, authority letter, power of attorneys, disclosure letters, regulatory filings and intimations with any regulator whether in India or abroad and such other documents which may be required to be entered into by the Company in connection with the proposed offer, issuance and allotment of Equity Shares.”

There being no other business to be transacted the meeting concluded with a vote of thanks to the chair.

29<sup>th</sup> September, 2014  
New Delhi

Sd/-  
(Mr. Sanjeev Kumar)  
CHAIRMAN