



## **PVR LIMITED**

**Registered Office:- 61, Basant Lok, Vasant Vihar, New Delhi – 110 057**

### **NOTICE OF POSTAL BALLOT** **(Pursuant to Section 192A (2) of the Companies Act, 1956)**

Dear Members,

Notice is hereby given that the resolutions set out in the Notice at Item Nos. 1 & 2 are proposed to be passed by means of Postal Ballot under Section 192A of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("the Rules") for the:

1. Increase in the Remuneration of Mr. Sanjeev Kumar, Joint Managing Director of the Company effective from 1<sup>st</sup> April, 2011.
2. Appointment of Ms. Selena Bijli as Head of F&B of the Company.

An Explanatory Statement pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956, setting out all material facts pertaining to the resolutions set out below is annexed hereto along with a Postal Ballot Form for your consideration.

The Company has appointed Mr. Arun Kumar Gupta, Practicing Company Secretary, 507, Pragati Tower, 26, Rajendra Place, New Delhi-110 008, as Scrutinizer for conducting the voting through Postal Ballot in a fair and transparent manner.

The Scrutinizer will submit his Report to the Chairman of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 30<sup>th</sup> December 2011 at the Registered Office of the Company.

You are requested to carefully read the instructions printed in the Postal Ballot Form (no other Form or Photocopy thereof is permitted) and return the said Form duly completed in all respects in the enclosed self addressed business reply envelope so as to reach the Scrutinizer on or before the close of working hours on 29<sup>th</sup> December, 2011. Please note that any Postal Ballot Form received after the said date will be treated as not having been received.

In the event the proposed resolutions set out herein below are assented to by a requisite majority of members by means of Postal Ballot, they shall be deemed to be passed.

**RESOLUTIONS:**

1. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) (including any Statutory modification / amendment thereto or re-enactment thereof for the time being in force), the relevant provision of the Memorandum & Articles of Association of the Company, and subject to such other approvals, as may be necessary and subject to such modifications as may be prescribed while granting such approvals, which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to increase the Remuneration of Mr. Sanjeev Kumar, Joint Managing Director of the Company effective from 1.04.2011 for the remaining tenure of his office of Joint Managing Director upto 22.07.2013 as stated in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of Mr. Sanjeev Kumar as the Joint Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites, allowances etc., as specified in the Explanatory Statement annexed herewith as minimum remuneration subject to compliance with the applicable provisions of Sections 198, 309 and all other applicable provisions, if any, of the Act read with Schedule XIII of the Companies Act, 1956 as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable; notwithstanding that the same is in excess of the maximum remuneration permitted to be paid to him under the applicable provisions of the Act, for the time being and from time to time in force”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary including modifications as may be considered necessary, and to finalize and execute all such documents and writings as may be necessary or expedient.

2. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 314(1B) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force, the consent of members of the company be and is hereby accorded to appoint Ms. Selena Biji, w.e.f 1.01.2012 to hold and continue to hold office or place of profit in the Company with the designation of Head of F&B or such other designation as the Board of Directors of the company may decide from time to time at a Remuneration and on the terms and conditions as stated in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary including any modifications and to finalize and execute all documents and writings as may be necessary as it may deem fit.

By order of the Board  
For PVR Limited

N. C. Gupta  
Company Secretary

Place: Gurgaon  
Date: 21-11-2011

**Notes:**

1. Voting rights of every member shall be reckoned as on the cut off date which is November 25, 2011 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
2. Members voting right shall be in proportion to his share of the paid up equity share capital of the Company as on the date of despatch of the Notices.
3. Members who wish to be present at the time of declaration of the results may do so.
4. The Explanatory Statement pursuant to section 173(2) and section 192A(2) of the Companies Act, 1956 stating all material facts and reasons for the proposals is annexed hereto.
5. The Postal Ballot Form and the self addressed business reply envelope are enclosed for the use of members.
6. The results of the Postal Ballot will also be posted on the Company's web site [www.pvrcinemas.com](http://www.pvrcinemas.com) besides its communication to the Stock Exchanges where the Company's shares are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND SECTION 192A  
(2) OF THE COMPANIES ACT, 1956**

**ITEM NO. 1**

**Increase in the Remuneration of Mr. Sanjeev Kumar, Joint Managing Director w.e.f.  
1<sup>st</sup> April, 2011**

Mr. Sanjeev Kumar was appointed as Joint Managing Director (JMD) of the Company effective from 23<sup>rd</sup> July, 2008 for a period of five years at a basic salary of Rs. 5.20 Lacs and H.R.A. of Rs. 3.12 Lacs p.m. on the terms and conditions as approved by the Board in the Meeting held on 2<sup>nd</sup> June, 2008 and Members of the Company on 30<sup>th</sup> September, 2008.

During last three years, the Company has grown significantly. The Company now operates 158 Screens at 36 Locations across 20 Cities in 12 States and One Union Territory. The Company has a massive expansion plan and has executed MOU/Agreements with various developers for setting up of around 200 Screens, out of which 30 to 40 Screens are expected to be operational during the current financial year 2011-12 and further 70 to 80 Screens during the financial year 2012-13.

Mr. Kumar has been involved with the Company since its inception and has held key positions in the Company in his carrier of around 17 years in the Entertainment Industry. He is closely involved in the development and growth strategy of the Company and plays a vital role in business development. Mr. Kumar is also instrumental in identifying important business initiatives and strategic opportunities for PVR Group. Due to his untiring efforts the Company has achieved significant growth.

The Remuneration Committee and the Board of Directors in their meetings held on 21<sup>st</sup> November, 2011 have proposed to increase the Remuneration of Mr. Sanjeev Kumar, JMD of the Company from existing of Rs. 8.32 Lacs per month to Rs. 12.48 Lacs per month for the remaining tenure of his office of Joint Managing Director up to 22.07.2013 as follows:

**A. Remuneration:**

- (i) Basic Salary : Rs. 7.80 Lacs p.m.
- (ii) Perquisites : As stated below
  - House Rent Allowance/Company's
  - Leased Accommodation the value
  - of which shall not exceed
  - Rs. 4.68 lacs p.m.

**B. Perquisites in addition to the above:**

- (i) Company's Contribution towards Provident Fund and Superannuation fund as per rules of the Company.
- (ii) Gratuity – As per rules of the Company.
- (iii) Earned/Privilege Leave as per rules of the Company.
- (iv) Car – Provision of a Chauffeur driven car for the business of the Company.
- (v) Telephone – Free telephone facility at residence, personal long distance calls to be paid by him.

**C. Other Benefits:**

The Board of Directors is authorized to provide for reimbursement of entertainment expenses actually and properly incurred in course of the business of the Company and such other benefits/amenities and other privileges as may from time to time be available to other executives of the Company.

The proposed increase in the remuneration of Mr. Sanjeev Kumar is in conformity with the provision of Section 309 read with Part II of Schedule XIII to the Companies Act, 1956.

The Board of Directors recommends the Resolution for your approval.

Except Mr. Sanjeev Kumar none of the Directors of the Company is interested or concerned in the passing of the Resolution.

**Abstract of Memorandum of Interest**

The aforesaid change in the remuneration of Mr. Sanjeev Kumar, Joint Managing Director of the Company be treated as an abstract of the terms and Memorandum of his concern, pursuant to Section 302 of the Companies Act, 1956.

**ITEM NO. 2**

**Appointment of Ms. Selena Bijli as Head of F&B of the Company**

The Members of the Company may note that the Company has grown from 4 Screens in 1997 to 158 Screens at 36 locations across 20 cities in 12 States and one Union Territory in October 2011. During the current financial year 2011-12, it is expected that 30 to 40 Screens are expected to be operational and further 70 to 80 Screens in the financial year 2012-2013. PVR has recently introduced a new concept in the world of movie watching luxury entertainment at Director's Cut (DC) at the Ambiance Mall, Vasant Kunj, New Delhi. Director's Cut includes four Cinema Halls, Café, Restaurant, Bar and Lounge. This offers a huge potential for the food business to cater to the requirements of the patrons visiting the Multiplexes taking into account a foot fall of 1.96 Crores in FY 2010-2011 which is expected to substantially increase in 2013.

It is estimated that the food business has a potential of achieving a turnover of Rs. 100 Crores to Rs. 120 Crores by the end of 2013. This requires a dynamic person with health, food and organizational skills to head and take it forward. Accordingly, it is intended that the Company more meaningfully deploys her social, organizational, food and health skills in developing its Food and Beverages business to its full potential.

Mrs. Selena Bijli is MBBS and has more than 12 Years of working experience in the business and in the organization.

The Board of Directors of the Company in the meeting held on 21<sup>st</sup> November, 2011 approved the appointment of Ms. Selena Bijli as head of F&B of the Company at a total monthly remuneration of Rs. 2.50 Lacs p.m. to be paid in the manner as may be decided by the Company plus other benefits as are applicable in her grade. Perquisites in addition to the above.

- (i) Chauffeur driven Car for the business of the Company.
- (ii) Free telephone facility.

The Board of Directors recommends this Resolution for your approval.

Except Mr. Ajay Bijli none of the Directors of the Company is interested or concerned in the passing of the Resolution.

#### Inspection of Documents

Relevant resolutions passed by the Board are available for inspection by Members at the Registered/Corporate Office of the Company between 11:00 A.M. to 1:00 P.M. on any working day.

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

**N. C. Gupta**  
**Company Secretary**

**Place: Gurgaon**

**Date: 21-11-2011**

# PVR LIMITED

Registered Office: 61, Basant Lok, Vasant Vihar, New Delhi – 110057  
Corporate Office: Block A, 4<sup>th</sup> Floor, Building No. 9, DLF Cyber City, Phase III,  
Gurgaon – 122 002

## POSTAL BALLOT FORM

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

SL. No. 01733

1. Name(s) of Sole/First Member(s) :  
(in block letters)
2. Registered address of the sole/first  
named member :
3. Registered folio No./DP ID No.\*/Client  
ID No.\* :  
(\* Applicable to investors holding shares  
in dematerialized form)
4. Number of shares held :
5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through  
postal ballot for the business stated in the notice of the Company by convening my/our  
assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate  
box below:

Sl. No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution pursuant to the provisions of Sections 198, 309 and 310 read with Schedule XIII of the Companies Act, 1956 for the increase in the Remuneration of Mr. Sanjeev Kumar, JMD of the Company w.e.f 1.04.2011 to 22.07.2013.			
2.	Special Resolution pursuant to the provisions of Section 314(1B) of the Companies Act, 1956 for the appointment of Ms. Selena Bijli as Head of F&B of the Company at a Remuneration of Rs. 2.50 lacs p.m.			

Place:

Date:

\_\_\_\_\_  
(Signature of the Member)

**Instructions:**

1. A member desiring to exercise his vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if deposited in person or if sent by courier at the expenses of the member will also be accepted.
2. The self-addressed business reply envelope is addressed to the scrutinizer appointed by the Board of Directors of the company.
3. Please convey your assent/dissent in this Postal Ballot Form only. The consent or otherwise received in any other Form shall not be considered valid.
4. This Postal Ballot form should be completed and signed by the member. In case of joint holding, this form should be completed and signed as per the specimen signature registered with the Company/Depository Participant by the first named member and in his absence, by the next named joint holder.
5. Incomplete, unsigned and incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by body corporate/trust, the duly completed postal ballot form should be accompanied by a certified true copy of the Board resolution/ authorization together with the attested specimen signature of the authorised signatories.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 29<sup>th</sup> December, 2011. Any Postal Ballot Form received after this date will be strictly treated as if no reply from the member has been received.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the cut off date which is November 25, 2011. A member need not use all his votes nor he needs to cast all his votes in the same way.
9. Members are requested not to send any other paper (other than Board Resolution/ Authority as mentioned in the item no. 6 above) along with the Postal ballot Form in the enclosed self addressed business reply envelopes addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.